



One Stop Solution To All Problems

28<sup>th</sup> Annual Report – FY 2020-21

## Jyoti Resins and Adhesive Limited

CIN: L24229GJ1993PLC020879

SURVEY NO. 873, OPP. ANAND HEALTHCARE, RANCHHODPURA ROAD, SANTEJ, TAL.  
KALOL, DIST. GANDHINAGAR-382721



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## JYOTI RESINS AND ADHESIVES LIMITED

Twenty-Eighth Annual Report  
2020-2021

### BOARD OF DIRECTORS

Jagdish N. Patel	Chairman & Managing Director
Utkarsh J. Patel	Director
Jyotikaben J. Patel	Director
Vijaykumar Patel	Director
Shankar Patel Mangaldas	Director
Jayantilal Patel Shamjibhai	Director

### Our Bankers

01

#### *Axis Bank Limited*

Navrangpura Branch,  
Ahmedabad

02

#### *Union Bank Of India*

Ashram road branch,  
ahmedabad

03

#### *The Ahmedabad Mercantile Co-Operative Bank Ltd.*

Rakanpur Branch, Santej.



### Auditors

M/S Suresh R. Shah & Associates  
Chartered Accountants  
1st Floor, Ghanshyam Chambers, Opp. Mithakhali Rly. Crossing,  
Mithakhali, Ellisbridge, AHMEDABAD-380 006.

### SECRETARIAL AUDITOR

M/s Meenu Maheshwari & Associates  
Company Secretary Ahmedabad-04

### REGISTERED OFFICE

Survey no. 873, Opp. Anand Healthcare, Ranchhodpura Road, Santej, Tal. Kalol, Dist. Gandhinagar-382721.

### ADMINISTRATIVE OFFICE

1104 -1112, Elite, Nr. Shapath Hexa, Nr. Sola Over Bridge, S.G. Highway, Ahmedabad 380 060  
Gujarat.



## CHAIRMAN'S STATEMENT

**Dear shareholders,**

It is my pleasant duty to inform you that recently your company has proposed dividend of 30% per share subject to the approval of the shareholders at Annual General Meeting.

Your company has performed well this year not only in terms of financials but also for the betterment of stakeholders of the company. In the FY: 2020-21 your company has crossed an annual revenue of Rs. 101.29 Crores.

Your company has also been contributing positively for the wellbeing of shareholders, employees and customers during these times of COVID-19 pandemic. This year we saw challenging business environment with lower GDP growth and slow-down in consumption. Despite these challenges, the support and guidance by our team, shareholders and board of directors has navigated us in achieving our growth during these times. Value of human life is of utmost importance, and this principle continues to guide our business and remain committed to our business. We implemented various other methods in our Company which allowed us to

better understand the issues of our customers which enabled us to take necessary steps to improve the ease of doing business.

Our deep understanding of consumers, a strong portfolio and distinctive capabilities across the value chain have enabled us to deliver broad-based superior performance. We also have close collaboration between marketing and Research and Development (R&D), we use our insights to support innovations and product development.

Over the preceding years, your company has shown itself to be very purpose-driven, versatile, strong and staying relevant to its customers through multiple

economic cycles, and doing good for all its stakeholders. This is the secret behind its longevity and sustainability.

Your company has achieved a Milestone of the second largest selling Wood Adhesive brand in India, in retail segment. We continue to improve and evolve consistently by cultivating the entrepreneurial mindset across the organization.

There are huge opportunities ahead by staying committed towards its mission and vision and by continually investing in building new capabilities and expertise's over the organization. We will continue our journey to be more accessible and affordable for our customers, by expanding our reach and improving our processes constantly.

I would like to take this opportunity to thank each and every employee as well as those working with our partners across our value chain for their commitment and service to Jyoti Resins and Adhesives Ltd.

I would also like to thank our shareholders, for your immense trust, support and confidence in Jyoti Resins and Adhesives Ltd.

Best Regards  
Jagdish N. Patel  
*Chairman*



## DIRECTOR'S SPEECH



**Dear Shareholders,**

This year 2020-21 brought us astonishing learnings to build something valuable and fruitful, we also faced certain challenges due to the outbreak of coronavirus pandemic which forced us to rethink strategies and try to overcome the impact of the pandemic.

In FY 2020-21, our Company had delivered a revenue of Rs. 101.29 Crores, growing 37.73% over the prior year. You would be pleased to note that our Company has achieved strong net profit (before tax) growth for FY 2020-21 reaching Rs. 16.17 Crores (45.15% growth Y-o-Y) on a comparable basis.

The Board has recommended a final dividend of Rs. 3.00/share for the year.

We constantly had been looking for various ways to improve the productivity over the organization. Our employees are the heart of our business. Their continued commitment focus and hard work have been the roadmap for our success. To satisfy our customers as per their needs, we constantly looked for the ways to transform various initiatives to improve or to bring necessary changes in its product or services.

With all the strengths and opportunities, we believe to start an exciting journey ahead. As we are undergoing these uncertain times, we look forward for your continued support.

Warm Regards  
Utkarsh J. Patel  
*Director*

## THE INCREDIBLE JOURNEY SO FAR ....



## OUR SUSTAINABILITY FRAMEWORK



## OUR NETWORK ...



12 States

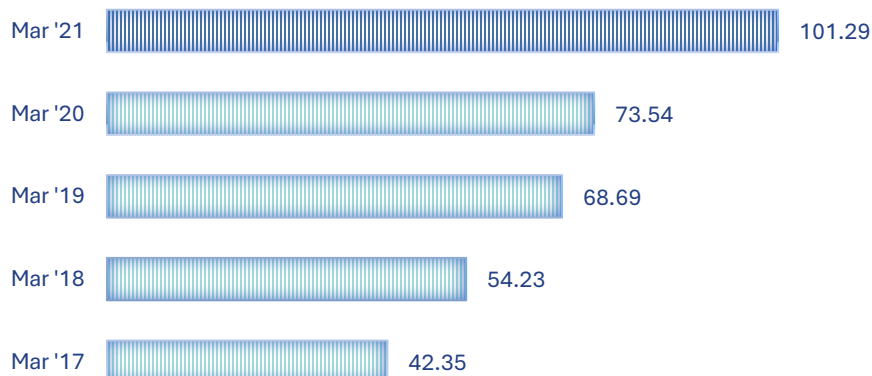
22 Branches

50 Distributors

10000 Retailers

## HOW WE HAVE FINANCIALLY GROWN OVER THE YEARS

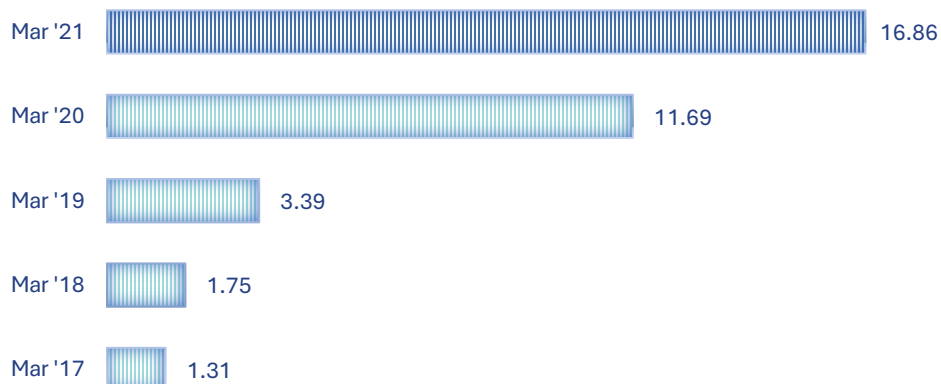
### Revenue From Operations [In Cr]



### Revenues

Aggregate sales increased by 139.17% to Rs 101.29 Cr in FY 2020-21 over FY 2016-17.

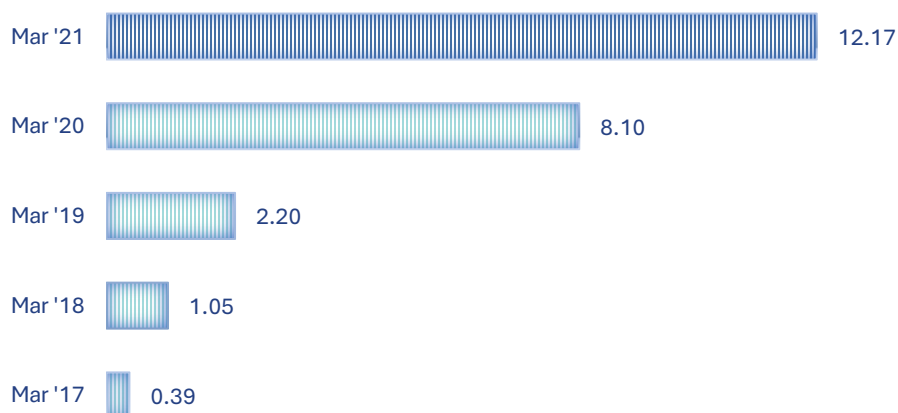
### EBDITA



### EBDITA

EBDITA increased by 1187.02% to Rs 16.86 Cr in FY 2020-21 over FY 2016-17.

### Profit / Loss for the period

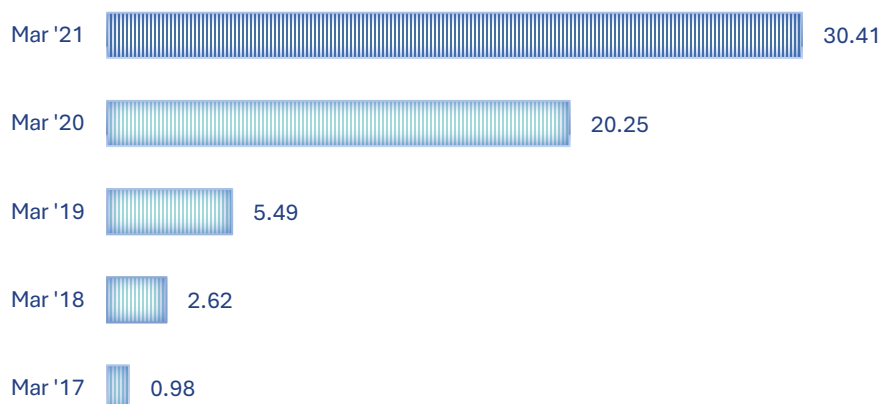


### Profits (PAT)

Aggregate Profit increased by 3020.51% to Rs 12.17 Cr in FY 2020-21 over FY 2016-17.



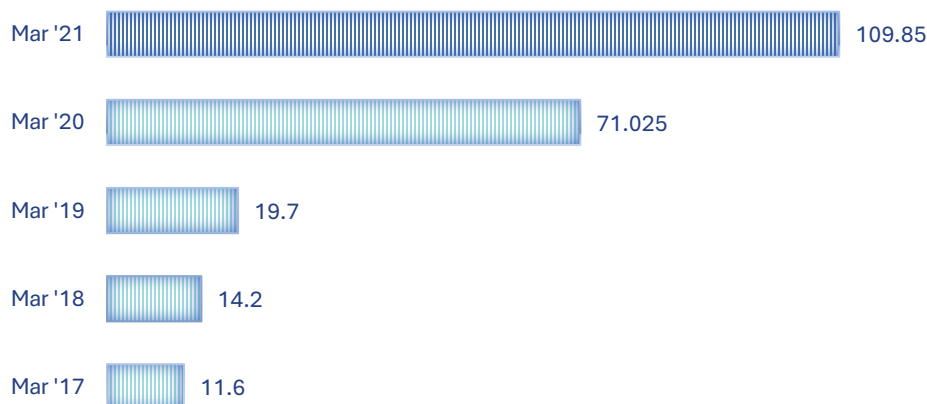
## BASIC EPS (Rs.)



### Basic EPS

Basic EPS increased by 3018.97% to Rs 30.41 in FY 2020-21 over FY 2016-17.

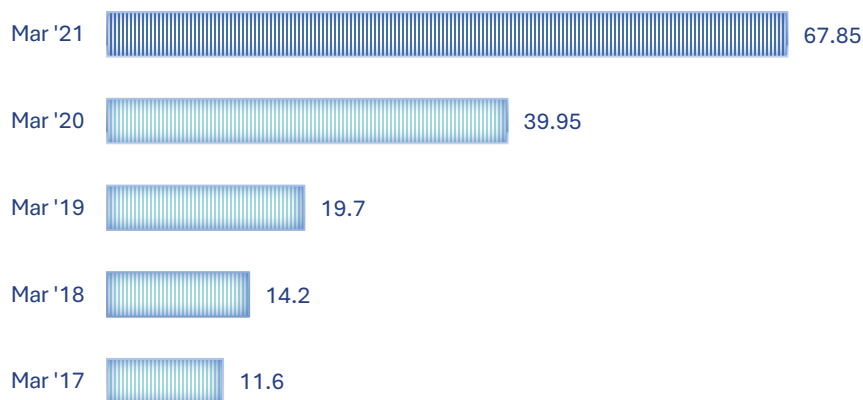
## BVPS (In Rs)



### BVPS

BVPS increased by 846.98% to Rs 109.85 in FY 2020-21 over FY 2016-17.

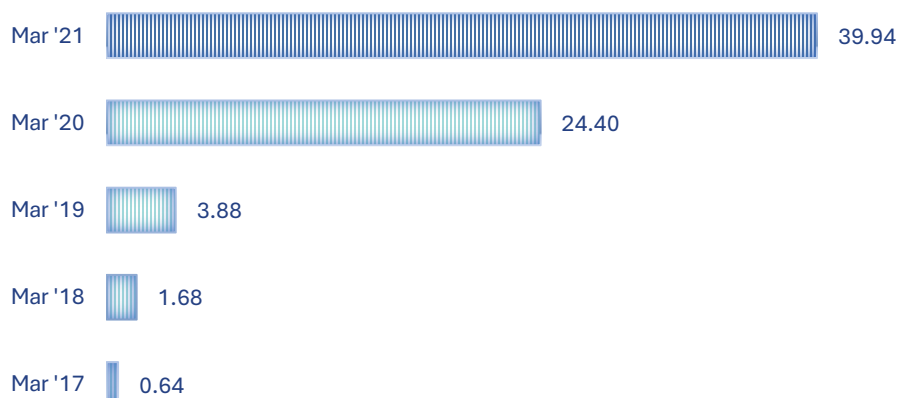
## BVPS (Excluding Revaluation Reserve)



### BVPS

BVPS (Excluding revaluation Reserves) increased by 484.91% to Rs 67.85 in FY 2020-21 over FY 2016-17.

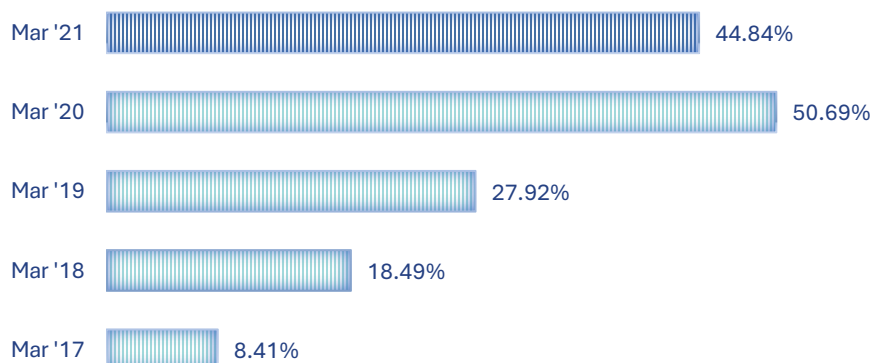
## Reserves and Surplus



### Reserves

Reserves increased by 6140.63% to Rs 39.94 Cr in FY 2020-21 over FY 2016-17.

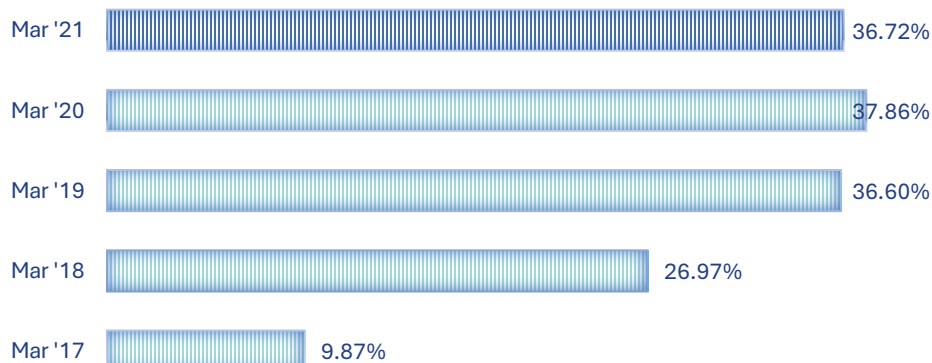
## Return on Net Worth



### Return on Net Worth

Return on Net Worth increased by 433.50% to 44.84% in FY 2020-21 over FY 2016-17.

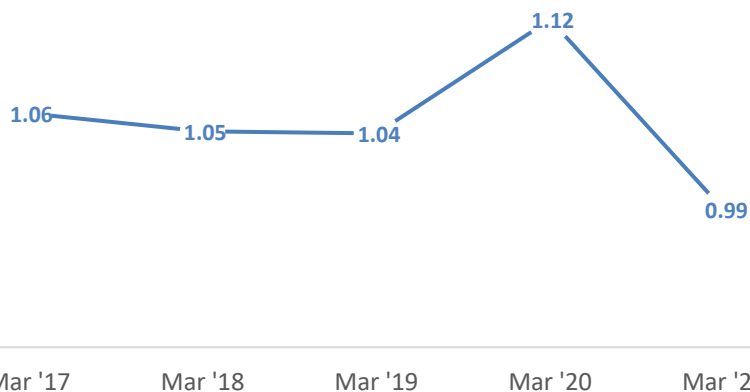
## Return On Capital Employed(%)



### Return on Cap. Emp.

Return on Capital Employed increased by 272.00% to 36.72% in FY 2020-21 over FY 2016-17

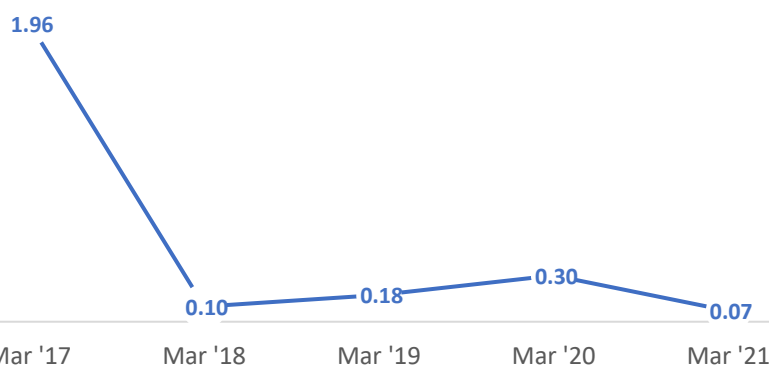
## Current Ratio



### Current Ratio

Current Ratio marginally decreased by 6.16% to 0.99 in FY 2020-21 over FY 2016-17

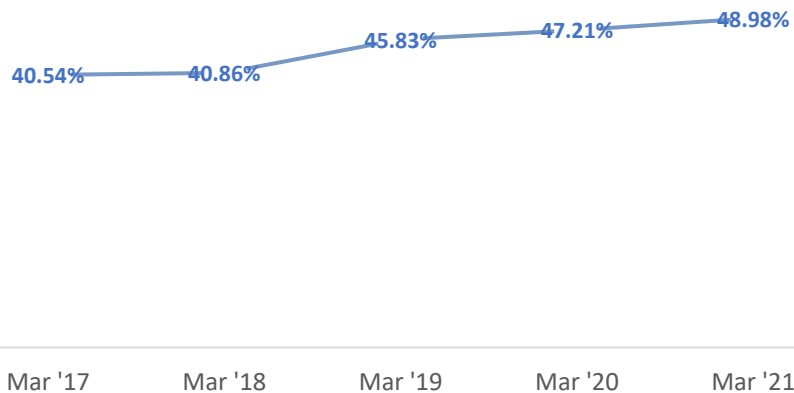
## Debt Equity Ratio



### Debt Equity Ratio

Debt Equity Ratio Significantly improved from 1.96 times in FY 2016-17 to 0.07 times in FY 2020-21.

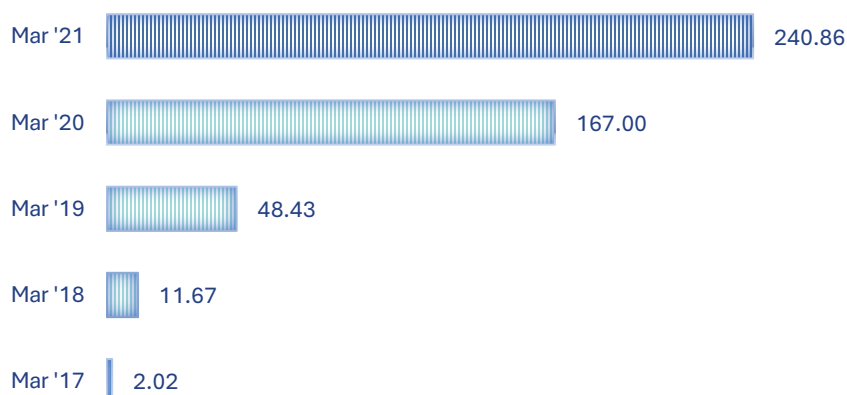
## Promoter Holding (%)



### Promoter Holding

Promoter Holding improved from 40.54% in FY 2016-17 to 48.98% in FY 2020-21.

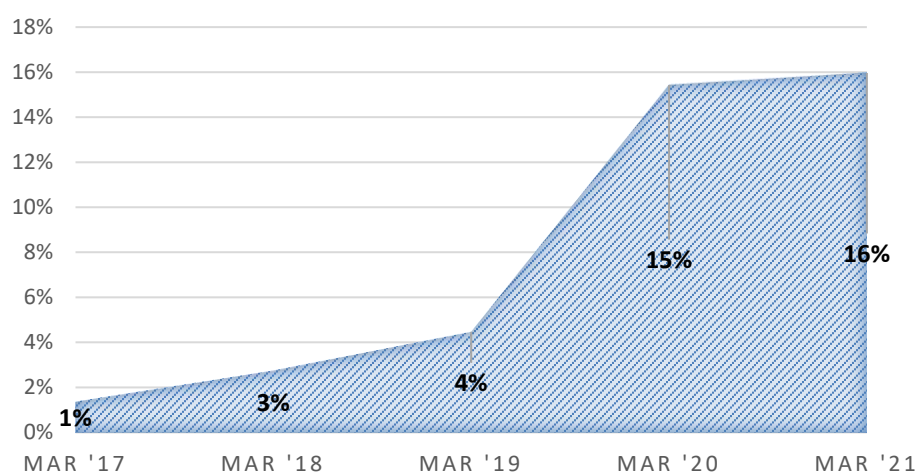
### Interest Cover (Times)



### Interest Coverage

Interest Coverage Ratio improved from 2.02 times in FY 2016-17 to 240.86 times in FY 2020-21.

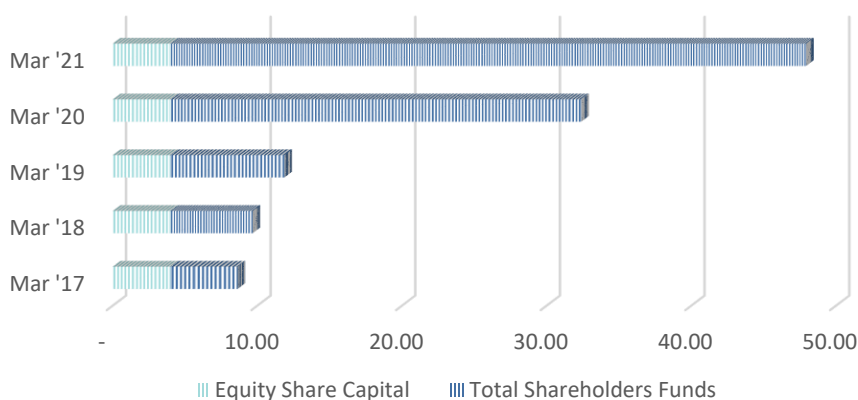
### PBT as % to Net Sales



### PBT To Sales

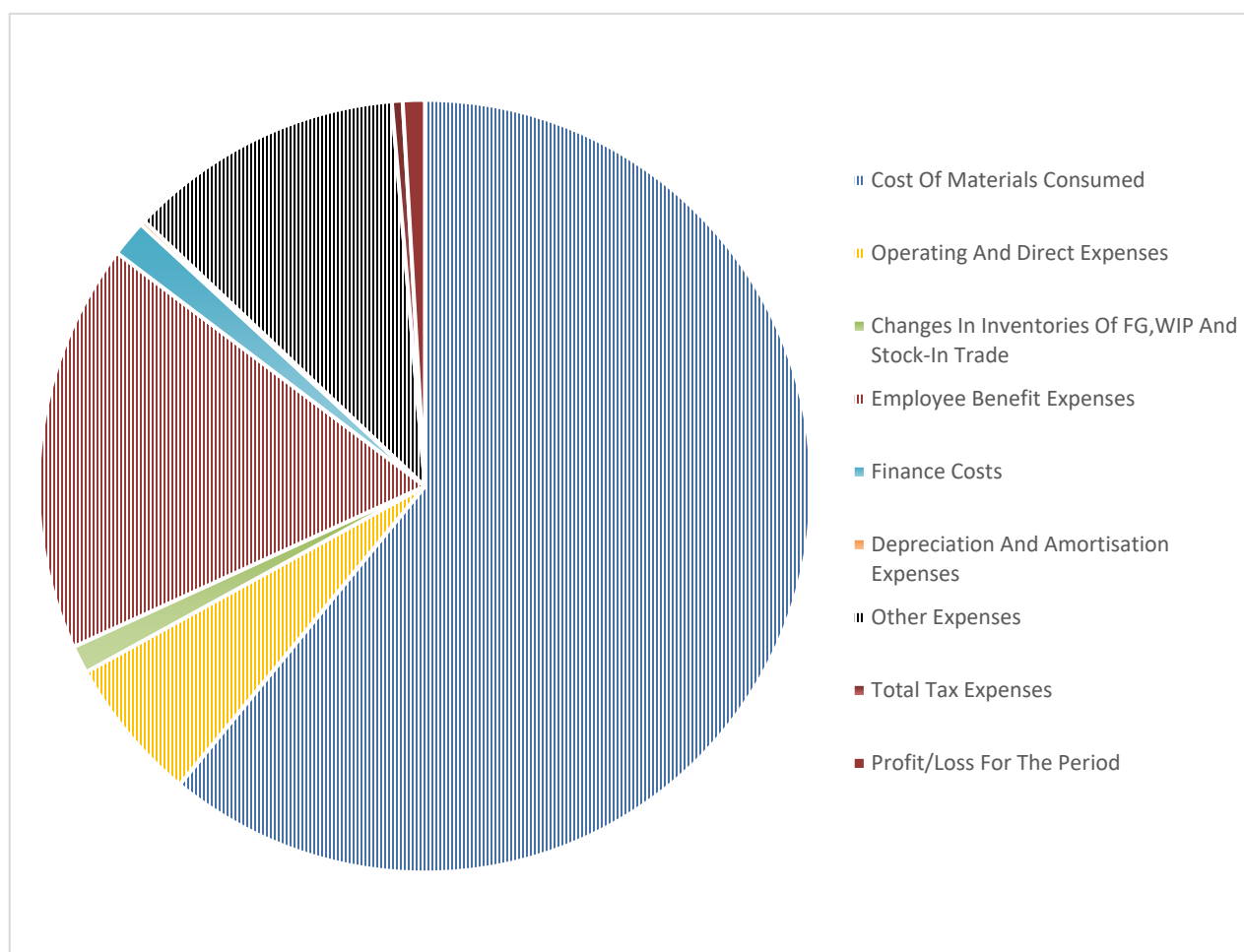
PBT to Sales Ratio improved from 1% in FY 2016-17 to 16% in FY 2020-21.

### Value Addition to Business through Reserves



### Value Addition through Reserves

Value addition contribution of Reserves has been increasing over the years



## Distribution of Statement of Profit and Loss

### Analytical Distribution of P&L

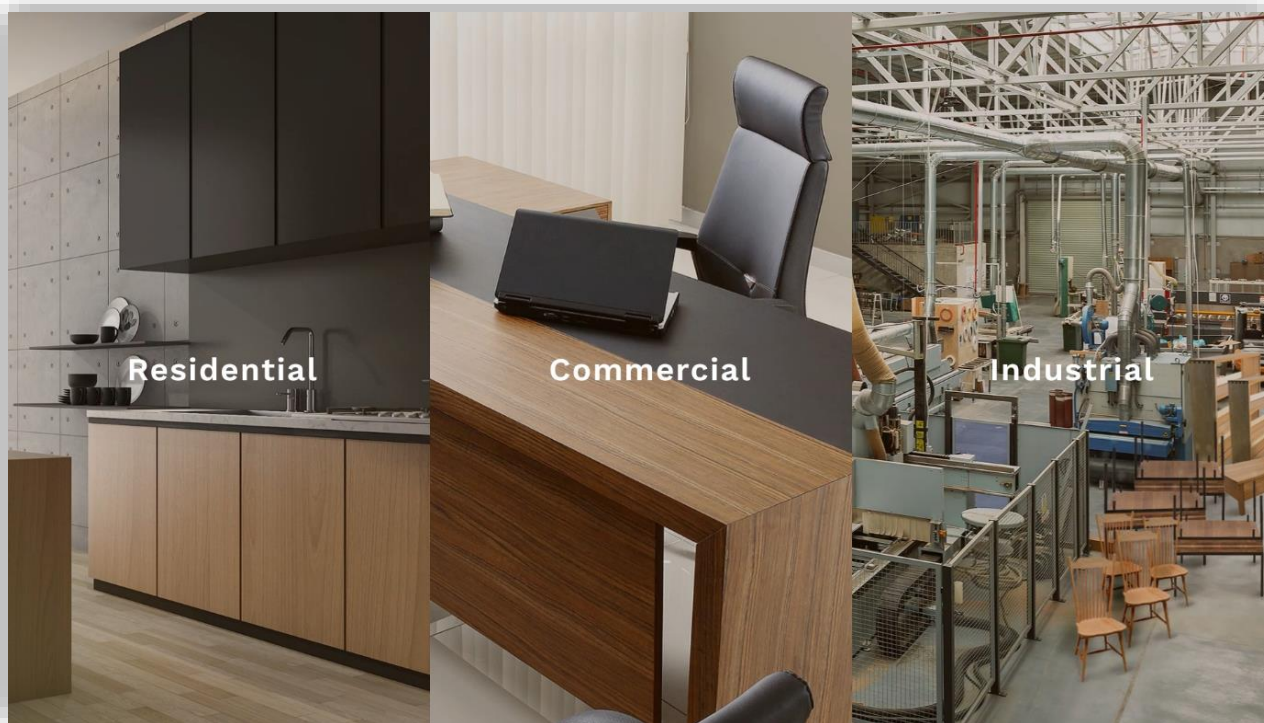
This chart shows weightage of various types of expenses / costs to the total P&L account of the Company for FY 2020-21



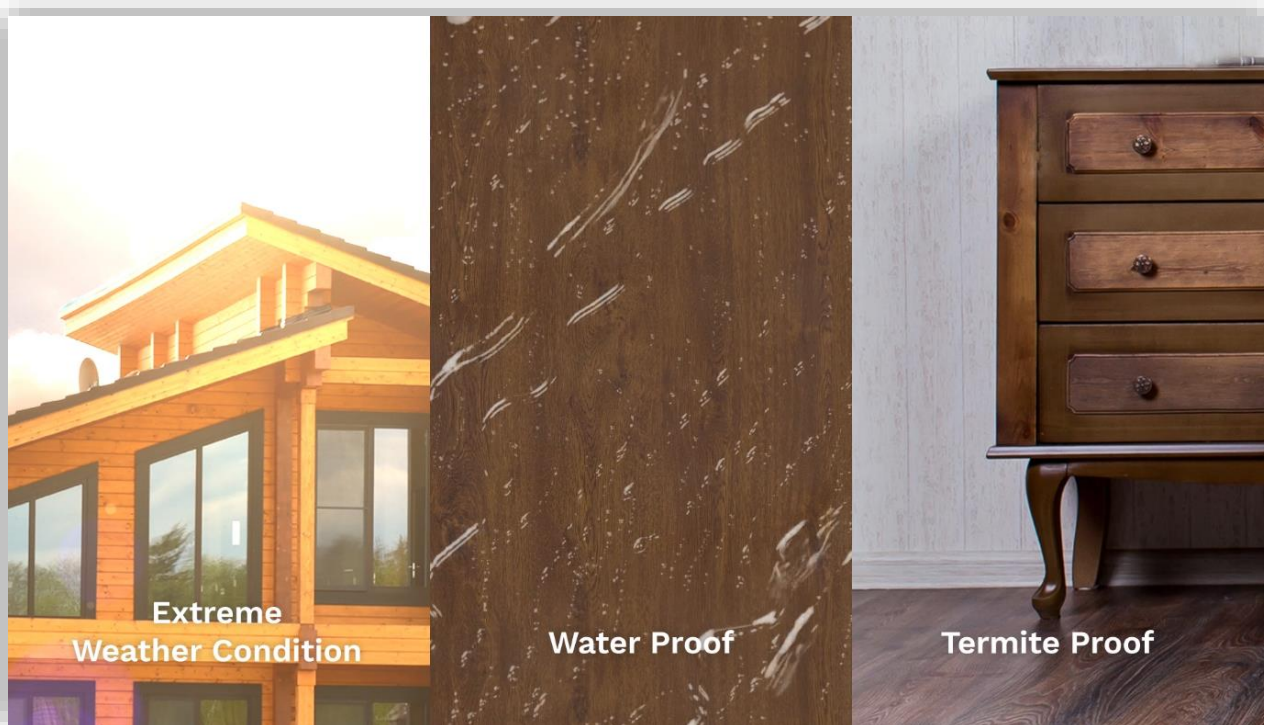
## OUR PRODUCTS



## USAGE OF OUR PRODUCT



## PAKKA JOD, HAMESHA

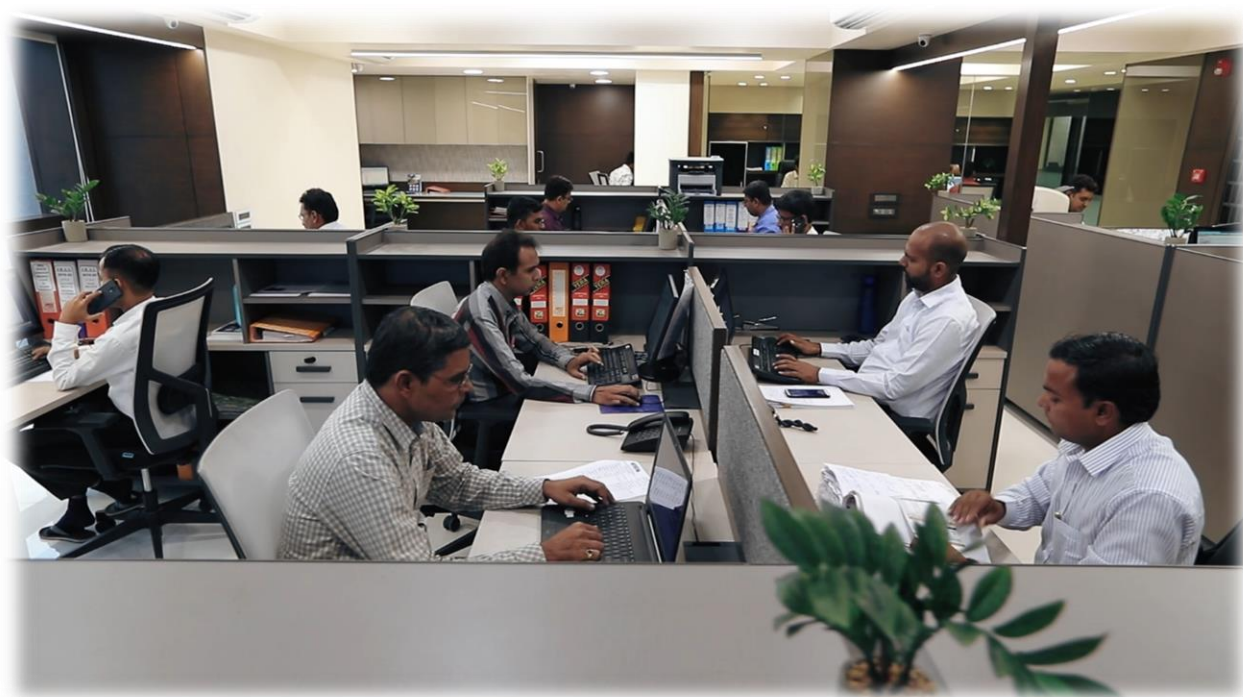




## WORK ENVIRONMENT AT JYOTI RESINS AND ADHESIVES LIMITED



**2nd Largest Wood Adhesive Brand in India**







## SUCCESS MANTRA OF TEAM JRAL

*“Hard Work*

*+*

*Dreams*

*+*

*Dedication*

*=*

***SUCCESS”***



## HOW WE STRENGTHENED OUR COMMUNITY ENGAGEMENT



# Statutory Section

## NOTICE

NOTICE is hereby given that the TWENTY-EIGHT ANNUAL GENERAL MEETING of the members of the company will be held on Tuesday, the 28th September, 2021 at 11.30 A.M. at 1104 -1112, ELITE, NR. SHAPATH HEXA, OPP. KARGIL PETROL PUMP, NR. SOLA OVER BRIDGE, S.G. HIGHWAY, AHMEDABAD -380 060 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2021, Statement of Profit & loss for the year ended on that date together with the Reports of Directors' and Auditors' thereon.
2. To declare dividend on Equity Shares for the year ended on 31st, March 2021
3. To appoint a director in place of Mrs. Jyotika Jagdish Patel who retires by rotation and being eligible offers herself for reappointment.
4. To Appoint M/S Suresh R. Shah & Associates, Chartered Accountants as statutory auditors of the company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting of the company and to fix their remuneration of the Company and to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT subject to provisions of Section 139 and 140 of the Companies Act, 2013 and pursuant to Companies (Audit & Auditors ) Rules, 2014 and other applicable provisions, if any, M/s. Suresh R. Shah & Associates, Chartered Accountants, (Firm Registration No. with ICAI – 110691W ) be and are hereby appointed as Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting at a remuneration as may be fixed by the chairman of the company be re-appointed.

### Special Business:

5. To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED that in terms of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval be and is hereby accorded for continuation of present term of Directorship of Shri Mr SHANKARLAL PATEL MANGALDAS (DIN 00610091) as a Non-Executive Independent Director, who has attained the age of 75 years.

6. REAPPOINTMENT AND REVISION IN TERMS OF REMUNERATION OF SHREE JAGDISH PATEL AS MANAGING DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies ( Appointment and Remuneration of Managerial Personnel ) Rules, 2014 including, any statutory amendment, modification or re-enactment thereof and of his requisite approvals as may be necessary, and also subject to approval of the Central Government, if required, approval be and is hereby granted for variation in remuneration of Shri Jagdish Patel as Managing Director of the Company, entrusted with substantial powers of them engagement, for a period of 3 years 01.09.2021 to 31.08.2024, on a remuneration as per Schedule V of the Act, and on the terms and conditions as specifically set out below:

Salary:

[A] In case, the Company has sufficient Net Profit (calculated as per Section 198 of the Act) in any financial year:

a) Salary of Rs. 10,00,000/- per month or Rs.1,20,00,000/- per annum, which may be revised by the Board, from time to time, based on the performance of the Company.

b). Incentives, within the overall Limit of 5% of the net profit of the Company for each financial year or part thereof computed in the manner as laid down under Section 198 of the Companies Act, 1956 and subject to the overall ceiling laid down under Section 196 and 197 of the Companies Act, 2013 after deducting Salary & Perquisites as provided herein.

OR

[B] In case, the Company has no profits or its profits are inadequate: Salary of Rs. 10,00,000/- per month or Rs.1,20,00,000/- per annum or the salary as revised by the Board, from time to time, plus Perquisites as Remuneration as per Schedule V.

Perquisites: Shri Jagdish Patel would be entitled to the following perquisites, Forming part of the above mentioned Salary:

- (i) Medical reimbursement up to the limit under the Income Tax Act.
- (ii) Leave and Leave accumulation as per rules of the Company.
- (iii) Leave Travel Concession for self and family once in a year subject to one months' Salary per annum.

**Not forming part of the above-mentioned Salary:**

- (iv) Mediclaim and Personal accident insurance premium as per rules of the Company.
- (v) Club Membership Fees for 2 clubs
- (vi) The Company shall provide a car with driver or reimburse the Driver's Salary, for the Company's business.
- (vii) The Company shall provide communication facilities such as mobile, telephone, internet etc. the expenditure on which shall not be considered as perquisite. However, long distance personal calls shall be billed by the Company. He would also be eligible to the following perquisites, not to be included in computation of the ceiling limit:
- (viii) The Company's contribution to Provident Fund, Super Annuation Fund or Annuity Fund to the extent, not taxable under the Income Tax Act.
- (ix) Gratuity @ not exceeding 15 days salary for each completed year of service.
- (x) Encashment of accumulated leave at the end of the tenure.
- (xi) He would be entitled to reimbursement of expenses actually and properly incurred by him for the business of the Company.
- (xii) No sitting fees would be paid to him for attending the Board / Committee Meetings.

"RESOLVED FURTHER THAT the aforesaid remuneration would nevertheless be paid and allowed to Shri Jagdish Patel as the minimum remuneration, within the overall ceiling Limits specified in Schedule V to the Companies Act, 2013 or any amendments thereto from time to time, notwithstanding that in any financial year of the Company during the tenure of office of Shri Jagdish Patel, the Company might have made no profits or its profits might be inadequate."

"RESOLVED FURTHER THAT Shri Jagdish Patel would not be regarded as a director liable to retire by rotation."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. REAPPOINTMENT AND REVISION IN TERMS OF REMUNERATION OF SHREE UTKARSH PATEL AS EXECUTIVE DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including, any statutory amendment, modification or re-enactment thereof and other requisite approvals as may be necessary, and also subject to approval of the Central Government, if required, approvable and is hereby granted for reappointment of Shri Utkarsh J. Patel as Executive Director of the Company, entrusted with substantial powers of the management, for a period of 3 years from 01.09.2021 to 31.08.2024, on a remuneration as per Schedule V of the Act, and on the terms and conditions as specifically set out below:

**Salary:**

[A] In case, the Company has sufficient Net Profit (calculated as per Section 198 of the Act) in any financial year:

- a) Salary of Rs. 8,00,000/- per month or Rs.96,00,000/- per annum, which may be revised by the Board, from time to time, based on the performance of the Company.
- b). Incentives, within the overall Limit of 5% of the net profit of the Company for each financial year or part thereof computed in the manner as laid down under Section 198 of the Companies Act, 1956 and subject to the overall ceiling laid down under Section 196 and 197 of the Companies Act, 2013 after deducting Salary & Perquisites as provided herein.

OR

[B] In case, the Company has no profits or its profits are inadequate: Salary of Rs. 8,00,000/- per month or Rs. 96,00,000/- per annum or the salary as revised by the Board, from time to time, plus Perquisites as Remuneration as per Schedule V.

**Perquisites:** Shri Utkarsh J. Patel would be entitled to the following perquisites, Forming part of the above-mentioned salary:

- (i) Medical reimbursement up to the limit under the Income Tax Act.
- (ii) Leave and Leave accumulation as per rules of the Company.
- (iii) Leave Travel Concession for self and family once in a year subject to one months' Salary per annum.

**Not forming part of the above-mentioned Salary:**

- (iv) Mediciam and Personal accident insurance premium as per rules of the Company.
- (v) Club Membership Fees for 2 clubs
- (vi) The Company shall provide a car with driver or reimburse the Driver's Salary, for the Company's business.
- (vii) The Company shall provide communication facilities such as mobile, telephone, internet etc. the expenditure on which shall not be considered as perquisite. However, long distance personal calls shall be billed by the Company. He would also be eligible to the following perquisites, not to be included in computation of the ceiling limit:
- (viii) The Company's contribution to Provident Fund, Super Annuity Fund or Annuity Fund to the extent, not taxable under the Income Tax Act.



- (ix) Gratuity @ not exceeding 15 days salary for each completed year of service.
- (x) Encashment of accumulated leave at the end of the tenure.
- (xi) He would be entitled to reimbursement of expenses actually and properly incurred by him for the business of the Company.
- (xii) No sitting fees would be paid to him for attending the Board / Committee Meetings.

"RESOLVED FURTHER THAT the aforesaid remuneration would nevertheless be paid and allowed to Shri Utkarsh J. Patel as the minimum remuneration, within the overall ceiling Limits specified in Schedule V to the Companies Act, 2013 or any amendments thereto from time to time, notwithstanding that in any financial year of the Company during the tenure of office of Shri Utkarsh J. Patel, the Company might have made no profits or its profits might be inadequate."

"RESOLVED FURTHER THAT Shri Utkarsh J. Patel would not be regarded as a director liable to retire by rotation."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

#### 8. REAPPOINTMENT AND REVISION IN TERMS OF REMUNERATION OF SMT JYOTIKA JAGDISH PATEL AS EXECUTIVE DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including, any statutory amendment, modification or re-enactment thereof and other requisite approvals as may be necessary, and also subject to approval of the Central Government, if required, approvable and is hereby granted for reappointment of Smt. Jyotika Jagdish Patel as Executive Director of the Company, entrusted with substantial powers of the management, for a period of 3 years from 01.09.2021 to 31.08.2024, on a remuneration as per Schedule V of the Act, and on the terms and conditions as specifically set out below:

##### **Salary:**

[A] In case, the Company has sufficient Net Profit (calculated as per Section 198 of the Act) in any financial year:

- a) Salary of Rs. 5,00,000/- per month or Rs. 60,00,000/- per annum, which may be revised by the Board, from time to time, based on the performance of the Company.
- b). Incentives, within the overall Limit of 5% of the net profit of the Company for each financial year or part thereof computed in the manner as laid down under Section 198 of the Companies Act, 1956 and subject to the overall ceiling laid down under Section 196 and 197 of the Companies Act, 2013 after deducting Salary & Perquisites as provided herein.

OR

[B] In case, the Company has no profits or its profits are inadequate: Salary of Rs. 5,00,000/- per month or Rs. 60,00,000/- per annum or the salary as revised by the Board, from time to time, plus Perquisites as Remuneration as per Schedule V.

**Perquisites:** JYOTIKA JAGDISH PATEL would be entitled to the following perquisites, Forming part of the above mentioned Salary:

- (i) Medical reimbursement up to the limit under the Income Tax Act.
- (ii) Leave and Leave accumulation as per rules of the Company.

- (iii) Leave Travel Concession for self and family once in a year subject to one months' Salary per annum.

**Not forming part of the above-mentioned Salary:**

- (iv) Medclaim and Personal accident insurance premium as per rules of the Company.
- (v) Club Membership Fees for 2 clubs
- (vi) The Company shall provide a car with driver or reimburse the Driver's Salary, for the Company's business.
- (vii) The Company shall provide communication facilities such as mobile, telephone, internet etc. the expenditure on which shall not be considered as perquisite. However, long distance personal calls shall be billed by the Company. He would also be eligible to the following perquisites, not to be included in computation of the ceiling limit:
- (viii) The Company's contribution to Provident Fund, Super Annuation Fund or Annuity Fund to the extent, not taxable under the Income Tax Act.
- (ix) Gratuity @ not exceeding 15 days salary for each completed year of service.
- (x) Encashment of accumulated leave at the end of the tenure.
- (xi) She would be entitled to reimbursement of expenses actually and properly incurred by him for the business of the Company.
- (xii) No sitting fees would be paid to her for attending the Board / Committee Meetings.

"RESOLVED FURTHER THAT the aforesaid remuneration would nevertheless be paid and allowed to Smt. Jyotika Jagdish Patel as the minimum remuneration, within the overall ceiling Limits specified in Schedule V to the Companies Act, 2013 or any amendments thereto from time to time, notwithstanding that in any financial year of the Company during the tenure of office of Smt. Jyotika Jagdish Patel, the Company might have made no profits or its profits might be inadequate."

"RESOLVED FURTHER THAT Smt. Jyotika Jagdish Patel would not be regarded as a Director liable to retire by rotation."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**BY ORDER OF THE BOARD OF DIRECTORS,  
FOR, JYOTI RESINS AND ADHESIVE LIMITED**

PLACE: AHMEDBAD  
DATE: 25/06/2021

MR. JAGDISH PATEL  
(00304924)  
Managing Director

## NOTES:

- a) A Member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and not later than 48 hours before the time fixed for holding the meeting.
- b) Members are requested to advise immediately any change in their address to the Company.
- c) Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting
- d) In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote
- e) Member Register and Share Transfer books shall remain closed from 22.09.2021 to 28.09.2021 (both days inclusive).
- f) Members may avail of the facility of nomination in terms of section 72 of the Companies Act, 2013 by nominating any person to whom their shares in the Company shall vest on occurrence of events stated in Form SH-13. Form SH-13 is to be submitted in duplicates to Link Intime India Pvt. Ltd., RTA of the Company. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.
- g) Relevant documents referred to in the accompanying notice or the statutory registers, as applicable to the Company, are open for inspection at the Registered Office of the Company on all working days (barring Saturday and Sunday) between 11:00 a.m. to 5:00 p.m. prior to the date of the AGM
- h) Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc., from the Company electronically
- i) In line with the 'Green Initiative in the Corporate Governance' launched by the Ministry of Corporate Affairs, Electronic copy of the Notice of the 28th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) and have given their positive consent to receive the same through electronic means. Members other than above, physical copies of the Notice of the 28th Annual General Meeting of the company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.
- j) The Securities and Exchange Board of India (SEBI) has decided that securities of listed companies can be transferred only in dematerialized w.e.f. December 05, 2018 onwards. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialise shares held by them in physical form.
- k) Non-Resident Indian members are requested to inform Link Intime India Pvt. Ltd. respective DPs, immediately of:
  - a. Change in their residential status on return to India for permanent settlement.
  - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- l) Members may also note that the notice of the 28th Annual General Meeting and the Annual Report for the year 2020-21 will also be available on the company's website [www.euro7000.com](http://www.euro7000.com) for their download.
- m) Members seeking any information or clarification from the accounts are requested to send written queries to the Company at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
- n) Voting through electronic means
  - In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI ( Listing Obligations and Disclosure Requirements ) Regulations,2015 the Company is pleased to provide members facility to exercise their right

to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- The e-voting facility will be available during the voting period as indicated herein below:

Commencement of e-voting	End of e-voting
25th September, 2021 at 10:00 am IST	27th September, 2021 at 5:00 pm IST

- During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- The process and manner for remote e-voting are as under:

A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- Click on Shareholder - Login
- Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- Select "EVEN" of "Jyoti Resins & Adhesives Ltd"
- Now you are ready for remote e-voting as Cast Vote page opens.
- Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- Once you have voted on the resolution, you will not be allowed to modify your vote.
- Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [mareshwarics@yahoo.com](mailto:mareshwarics@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- Initial password is given on page 3 of the Report
- Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 21st September, 2021.
- Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., 21st September, 2021, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [evoting@linkintime.co.in](mailto:evoting@linkintime.co.in).
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll-free no.: 1800-222-990.
- A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- Meenu Maheshwari, Practicing Company Secretary of Meenu Maheshwari & Associates has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company ([www.euro7000.com](http://www.euro7000.com)) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

**BY ORDER OF THE BOARD OF DIRECTORS,  
FOR, JYOTI RESINS AND ADHESIVE LIMITED**

PLACE: AHMEDBAD  
DATE: 25/06/2021

MR. JAGDISH PATEL  
(00304924)  
Managing Director

## Explanatory Statement

### (Pursuant to section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (The 'Act'), the following explanatory statement sets out all material facts relating to the business mentioned under Item No.4 , Item No.5, Item No. 6, Item No. 7 , Item No. 8 , Item No. 9 and Item No. 10 of the accompanying Notice :

#### Item No.5

Shri.SHANKARLAL PATEL MANGALDAS is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 22.08.2019. He has more than 41 years of experience in agro processing and transport agency business. Shri.SHANKARLAL PATEL MANGALDAS, appointed as an Independent Director for five consecutive years for a term from 22.8.2019 to 22.8.2024. Securities and Exchange Board of India in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in Regulation 17 (1A), has mandated vide its notification dt: 9 May, 2018, that no Director shall continue the directorship as non-Executive Director, who attains the age of 75 years unless a special resolution is passed by the members for this purpose. The Board considers that Shri.SHANKARLAL PATEL MANGALDAS continued association would be of benefit to the Company and it is desirable to continue to avail services of Shri.SHANKARLAL PATEL MANGALDAS as an Independent Director. Accordingly, the Board recommends the resolution for the continuation of appointment of Shri.SHANKARLAL PATEL MANGALDAS, who attained the age of 75 years, as an Independent Director, for the approval by the shareholders of the Company. Except Shri.SHANKARLAL PATEL MANGALDAS, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

#### Item No.6: Reappointment and Revision in terms of remuneration of Shri Jagdish N. Patel as Managing Director of the Company

Pursuant to the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 & the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Articles of Association of the Company, keeping in view the vast expertise and knowledge of Shri Jagdish N. Patel , the Board of Director shad revision in remuneration of Shri Jagdish N. Patel as the managing Director for a period of 3 years commencing from 01.09.2021 to 31.08.2024.

The remuneration to Shri Jagdish N. Patel as proposed in the item No.5 has been approved by the Nomination & Remuneration Committee, consisting of three Independent Directors and also by the Board of Directors of the Company at their meeting held on 25.06.2021. The Board be authorized to revise the remuneration of Shri Jagdish N. Patel from time to time as per the provisions of the Companies Act, 2013.

The Company has not made any default in repayment of any of its debts (including public deposits) or interest payable thereon for a continuous period of 30 days in the preceding financial year.

The Company has received from Shri Jagdish N. Patel - (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014,, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under section 164(2) of the Act. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Jagdish N. Patel for the office of Director of the Company.

A brief Profile of Shri Jagdish N. Patel is as under:

DIN	304924
Birth Date	21.02.1954
Nationality	Indian
Board Appointment	25.06.2021
Qualification	B.Com.
Experience	He has been with the Company since 01.04.1994. He has overall 33 years of experience. and has vast experience in marketing, production, Legal, Administration & Personnel related work.
Relationship	Key Managerial Personnel as Managing Director
Shareholding	5,97,739 Equity Shares
Relationship with other	He is the father of Shri Utkarsh Patel & husband of Jyotika Patel.
List of other Directorship	N.A.

This Statement may also be regarded as a disclosure under the SEBI (LODR) Regulations 2015. The following additional information as required by Section 11 of Part II of Schedule V to the Companies Act, 2013 are given below:

I General Information			
1	Nature of industry		Manufacturing
2	Date or expected date of commencement of commercial production		17.12.1993
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.		Not Applicable
4	Financial performance based on given indicators as per audited financial results for the year ended 31st March, 2021		
	Turnover & Other Income		1,07,71,82,371
	Net Profit as per Profit & Loss Account Profit as computed under Section 197 of the Companies Act, 2013		12,16,50,654
	Net worth		
5	Foreign investments or collaborations, if any.		Nil
II Information about the appointee:			
1	Background details		He has been with the Company since 01.04.1994. He has overall 33 years of experience. and has vast experience in marketing, production, Legal, Administration & Personnel related work.
2	Past Remuneration		Rs.96.00 Lac p.a.
3	Recognition or awards		N.A.



	4	Job profile and his suitability	Mr. Jagdish Nathalal Patel is a highly qualified person with a B.Com. He has over 33 years of experience in the Chemicals and Paints industry and is widely acknowledged as an industry expert. He is a member of various Industry Association committees, in an advisory and executive role. He is also a first-generation entrepreneur and often lectures at prestigious institutes of Ahmedabad on that subject.
	5	Remuneration proposed	The Remuneration proposed is Rs. 120.00 lac per annum. The structure of the salary has been made in terms of Schedule V read with Section 197 of the Companies Act, 2013 as mentioned in the resolution.
	6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration is commensurate with size and nature of business of the Company and the responsibilities of the appointee. The remuneration do differ from Company to Company in the industry depending on the respective operations.
	7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Besides the remuneration proposed to be paid to him,
<b>III</b>	<b>Other information:</b>		
	1	Reasons of loss or inadequate profits	N.A.
	2	Steps taken or proposed to be taken for improvement	N.A.
	3	Expected increase in productivity and profits in measurable terms.	-
<b>IV</b>	<b>Disclosures</b>		The information and disclosures of the remuneration package of the managerial personnel has been mentioned in the Notice of AGM.

The Board recommends the said appointment of Shri Jagdish N. Patel as Managing Director as specifically mentioned in the Special Resolution at Item No.5. Hence, the limit applicable for payment of his remuneration as mentioned in Section II of Schedule V shall be treated as doubled.

Shri Jagdish N. Patel not be regarded as a Director liable to retire by rotation.

None of the Directors/Key Managerial Personnel of the Company or their relatives, except Shri Jagdish N. Patel is in any way concerned or interested in the proposed Special Resolution.

#### **Item No.7: Reappointment and Revision in terms of remuneration of Shri Utkarsh Patel as Executive Director of the company:**

Pursuant to the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 & the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Articles of Association of the Company, keeping in view the vast expertise and knowledge of Shri Utkarsh J. Patel, the Board of Directors had appointed Shri Utkarsh J. Patel as the executive Director for a period of 3 years commencing from 01.09.2021 to 31.08.2024.

The remuneration to Shri Utkarsh J. Patel as proposed in the item No.8 has been approved by the Nomination & Remuneration Committee, consisting of three Independent Directors and also by the Board of Directors of the Company at their meeting held on 25.06.2021. The Board be authorised to revise the remuneration of Shri Utkarsh J. Patel from time to time as per the provisions of the Companies Act, 2013.

The Company has not made any default in repayment of any of its debts (including public deposits) or interest payable thereon for a continuous period of 30 days in the preceding financial year.

The Company has received from Shri Utkarsh J. Patel - (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014,, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under section 164(2) of the Act. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Utkarsh J. Patel for the office of Director of the Company.

**A brief Profile of Shri Utkarsh J. Patel is as under:**

DIN	2874427
Birth Date	21.09.1981
Nationality	Indian
Board Appointment	25.06.2021
Qualification	B E (Chemical)
Experience	He has been with the Company since 29.01.2010. He has overall 13 years of experience. and has vast experience in marketing, production, Legal, Administration & Personnel related work.
Relationship	Key Managerial Personnel as Director
Shareholding	3,89,945 Equity Shares
Relationship with other	He is the son of Shri Jagdish N. Patel & Jyotika J. Patel.
List of other Directorship	N.A.

This Statement may also be regarded as a disclosure under the SEBI (LODR) Regulations 2015. The following additional information as required by Section 11 of Part II of Schedule V to the Companies Act, 2013 are given below:

<b>I General Information</b>			
1	Nature of industry		Manufacturing
2	Date or expected date of commencement of commercial production		17.12.1993
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.		Not Applicable
4	Financial performance based on given indicators as per audited financial results for the year ended 31st March, 2021		
	Turnover & Other Income		1,07,71,82,371
	Net Profit as per Profit & Loss Account Profit as computed under Section 197 of the Companies Act, 2013		12,16,50,654
	Net worth		
5	Foreign investments or collaborations, if any.		Nil
<b>II</b>	<b>Information about the appointee:</b>		

	1	Background details	He has been with the Company since 29.01.2010. He has overall 13 years of experience. and has vast experience in marketing, production, Legal, Administration & Personnel related work.
	2	Past Remuneration	Rs. 60.00 Lac p.a.
	3	Recognition or awards	N.A.
	4	Job profile and his suitability	He has been with the Company since 29.01.2010. He has overall 13 years of experience. and has vast experience in marketing, production, Legal, Administration & Personnel related work..
	5	Remuneration proposed	The Remuneration proposed is Rs. 96.00 lac per annum. The structure of the salary has been made in terms of Schedule V read with Section 197 of the Companies Act, 2013 as mentioned in the resolution.
	6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration is commensurate with size and nature of business of the Company and the responsibilities of the appointee. The remuneration do differ from Company to Company in the industry depending on the respective operations.
	7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Besides the remuneration proposed to be paid to him,
III	<b>Other information:</b>		
	1	Reasons of loss or inadequate profits	N.A. .
	2	Steps taken or proposed to be taken for improvement	N.A.
	3	Expected increase in productivity and profits in measurable terms.	-
IV	<b>Disclosures</b>		The information and disclosures of the remuneration package of the managerial personnel has been mentioned in the Notice of AGM.

The Board recommends the said appointment of Shri Utkarsh J. Patel as Executive Director as specifically mentioned in the Special Resolution at Item No.8. Hence, the limit applicable for payment of his remuneration as mentioned in Section II of Schedule V shall be treated as doubled. Shri Utkarsh J. Patel would not be regarded as a director liable to retire by rotation."

None of the Directors/Key Managerial Personnel of the Company or their relatives, except Shri Utkarsh J. Patel is in any way concerned or interested in the proposed Special Resolution.

#### **Item No.8 : Reappointment and Revision in terms of remuneration of Smt. Jyotika Jagdish Patel as Executive Director of the company :**

Pursuant to the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 & the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Articles of Association of the Company, keeping in view the vast expertise and knowledge of Smt. Jyotika Jagdish Patel, the Board of Directors had appointed Smt. Jyotika Jagdish Patel as the executive Director for a period of 3 years commencing from 01.09.2021 to 31.08.2024.

The remuneration to Smt. Jyotika Jagdish Patel as proposed in the item No.7 has been approved by the Nomination & Remuneration Committee, consisting of three Independent Directors and also by the Board of Directors of the Company at their meeting held on 25.06.2021. The Board be authorized to revise the remuneration of Smt. Jyotika Jagdish Patel from time to time as per the provisions of the Companies Act, 2013.

The Company has not made any default in repayment of any of its debts (including public deposits) or interest payable thereon for a continuous period of 30 days in the preceding financial year.

The Company has received from Smt. Jyotika Jagdish Patel - (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014,, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under section 164(2) of the Act. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Smt. Jyotika Jagdish Patel for the office of Director of the Company.

**A brief Profile of Smt. Jyotika Jagdish Patel is as under:**

DIN	7134331
Birth Date	25.04.1957
Nationality	Indian
Board Appointment	25.06.2021
Qualification	S.S.C.
Experience	She has been with the Company since 24.03.2015. She has overall 32 years of experience and has vast experience in Administration, Clerical & Account related work.
Relationship	Key Managerial Personnel as Director
Shareholding	4,29,694 Equity Shares
Relationship with other	She is the wife of Shri Jagdish N. Patel & mother of Shri Utkarsh J. Patel.
List of other Directorship	N.A.

This Statement may also be regarded as a disclosure under the SEBI (LODR) Regulations 2015. The following additional information as required by Section 11 of Part II of Schedule V to the Companies Act, 2013 are given below:

The Board recommends the said appointment of Smt. Jyotika Jagdish Patel as Executive Director as specifically mentioned in the Special Resolution at Item No.9. Hence, the limit applicable for payment of his remuneration as mentioned in Section II of Schedule V shall be treated as doubled. Smt. Jyotika Jagdish Patel would not be regarded as a director liable to retire by rotation."

None of the Directors/Key Managerial Personnel of the Company or their relatives, except Smt. Jyotika Jagdish Patel is in any way concerned or interested in the proposed Special Resolution.

**Place: AHMEDABAD**  
**Date: 25/06/2021**

**BY ORDER OF THE BOARD OF DIRECTORS,  
FOR, JYOTI RESINS AND ADHESIVE LIMITED**

**MR. JAGDISH PATEL**  
(00304924)  
Managing Director

## DIRECTORS' REPORT

Your directors have pleasure in presenting their Twenty-Eight Annual Report together with the audited statements of accounts for the year ended 31st March, 2021.

### BUSINESS PERFORMANCE & FINANCIAL PERFORMANCE

FINANCIAL RESULTS	FY 2020-21	FY 2019-20
Sales & Other Incomes	1,07,71,82,371	73,57,61,750
Operating Profit (PBDTM)	36,30,41,987	23,37,79,510
a. Net Profit after Tax	12,16,50,654	8,09,95,231
b. Brought Forward Profit / (Loss)	11,97,85,448	3,87,90,217
c. Revaluation Reserves	16,79,91,015	4,37,31,697
d. Less - Proposed Dividend	-1,00,00,000	-
<b>Total Reserves as per Balance Sheets (a + b + c - d)</b>	<b>39,94,27,117</b>	<b>24,40,44,766</b>

During the year under report Company has earned net Cash profit of Rs. 3630.42 lacs in compare to previous year Rs. 2337.80lacs. Company has earned Net Profit of Rs. 1216.51 lacs against previous year Rs. 809.95lacs after providing depreciation, miscellaneous expenses and prior period item. During the year Turnover and other income of the Company was increased to Rs.10771.82 Lacs from Rs. 7357.62Lacs. Director has continued their efforts to reduce expenses & increase turnover of the Company. Your directors are hopeful about better performance of the company in coming years.

### DIVIDEND

In view of sufficient profit Rs.3.00 dividend on fully paid per equity share has been proposed by your Directors.

### DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has adequate and effective internal controls to provide reasonable assurance on achievement of its operational, compliance and reporting objectives. The Company has reviewed and discussed with the Management the Company's major financial risk exposures and taken steps to monitor and control such exposure.

### DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

Your Company has not any Subsidiary or Joint Venture or Associate Company.

### PUBLIC DEPOSITS

The Company has not accepted any deposits falling under Companies Act, 2013.

### AUDITORS' REPORT

The notes to the accounts referred to in the Auditors' Report are self-explanatory and therefore do not require any further comments under Companies Act, 2013.

### CORPORATE GOVERNANCE

Provisions of Regulations 27 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations 2015, relating to corporate Governances are not applicable to the Company. However, with a view to increase investors trust and transparency in its operations, the Board has decided to voluntary adopt and follow some of the provisions of the



aforesaid regulations. A separate report on corporate Governance forms part of this Annual Report. A separate Report on Corporate Governance is given in Annexure – B, Auditor's statement on Compliance of Corporate Governance is given in Annexure – C, Certificate by Managing Director regarding compliance of clause 49 of listing agreement in Annexure 'D' and Management discussion and analysis in Annexure – E.

## **AUDITORS**

The Company, in its last annual general meeting, had appointed M/S Suresh R. Shah & Associates, Chartered Accountants (FRN 110691W), as auditors for the year 2020-21. The remarks made in the Auditors' report are self-explanatory. M/S Suresh R. Shah & Associates, Chartered Accountants, Ahmedabad, the retiring auditors, offer themselves for re-appointment.

M/S Suresh R. Shah & Associates, Chartered Accountants, have been the statutory auditors of the company since FY 2017-18 and will be eligible for re-appointment as per the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any amendments if any thereof.

## **DIRECTORS:**

(a) Mrs. JYOTIKA JAGDISH PATEL (DIN 07134331) retire by rotation, and being eligible, have offered herself for re-appointment. The Board recommends their re-appointment.

(b) Declaration by an Independent Director(s) and re- appointment, if any: A declaration by an Independent Directors that they meet the criteria of independence as provided in sub-section (7) of Section 149 of the Companies Act, 2013 has been received and taken on note.

(c) Formal Annual Evaluation: The Nomination and Remuneration Committee of the Board has formulated a Performance Evaluation Framework, under which the Committee has identified the criteria upon which the Committee has identified the criteria upon which every Director shall be evaluated. The Policy also provides the manner in which the Directors, as a collective unit in the form of Board Committees and the Board function and perform

## **DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES**

The Company promotes ethical behaviour in all its business activities and has put in implementation of a mechanism wherein the Employees are free to report illegal or unethical behaviour, actual or suspected fraud or violation of the Company's Codes of Conduct or Corporate Governance Policies or any improper activity to the Chairman of the Audit Committee of the Company or Chairman of the Company or the Compliance Officer. The Whistle Blower Policy has been appropriately communicated within the Company. Under the Whistle Blower Policy, the confidentiality of those reporting violation(s) is protected and they are not subject to any discriminatory practices. No personnel have been denied access to the Audit Committee.

## **PARTICULARS OF LOANS GUARANTEES OR INVESTMENTS UNDER SECTION 186**

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013. The details of the investments made by company is given in the notes to the financial statements.

## **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto shall be disclosed in Form No. AOC-2. However, your company has not entered in any transaction attracting provision of Section 188 of Companies Act, 2013. Hence AOC-2 is not required to be attached.

## MANAGERIAL REMUNERATION

Your company has paid Rs. 192,09,240/- remuneration to the Managing Director Jagdish Nathalal Patel, Director Utkarsh J. Patel & Director Jyotika J. Patel of the Company. Your Company has not any employee, who was in receipt of remuneration in excess of limits specified in the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

## SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Meenu Maheshwari & Associates, Company Secretary in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit in Form MR 3 for the financial year ended March 31, 2021 is annexed as Annexure - F to the Report and Certificate of Non disqualification of Directors as Annexure G to this report. Further the company has obtained an Annual Compliance Report from Meenu Maheshwari, Practicing Company Secretary in terms of SEBI circular No.CIR/CFD/CMD1/27/2019 dt:08.02.2019. No adverse qualifications/comments have been made in the said report by the Practicing Company Secretary.

## RISK MANAGEMENT POLICY

A statement indicating development and implementation of a risk management policy for the Company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company.

The Board of Directors has duly developed and implemented a risk management policy for the company.

## CODE OF CONDUCT

The Board has laid down a Code of Conduct for Board Members and for Senior Management and Employees of the Company ("Code"). All the Board Members and Senior Management Personnel have affirmed compliance with these Codes. A declaration signed by the Managing Director to this effect is enclosed at the end of this Report. Certificate by CEO and CFO under regulation 17(8) of the listing Regulation in Annexure H.

The Board has also laid down a Code of Conduct for Independent Directors pursuant to section 149(8) and Schedule IV to the Companies Act, 2013 via terms and conditions for appointment of Independent Directors, which is a guide to professional conduct for Independent Directors and is uploaded on the website of the Company.

## DISCLOSURE UNDER THE SEXUAL HARRASMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL ACT, 2013

The Company has been employing about one-woman employee. The Company has in place an Anti- harassment policy in line with the requirements of the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee is set up to redress complaints received regularly, is monitored and directly report to the Chairman & Managing Director. There was no complaint received from employee during the financial year 2020-21 and hence no complaint is outstanding as on 31.03.2021.

- a. No. of complaints filed during the financial year 2020-21 - Nil
- b. No. of complaints disposed off during the financial year 2020-21 - Nil
- c. No. of complaints pending as on end of financial year 2020-21 - Nil.

## **DIRECTOR RESPONSIBILITY STATEMENT**

Your Directors confirm

- (i) that in the preparation of annual accounts, the applicable accounting standards have been followed;
- (ii) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended 31st March, 2021 and of the profit of the Company for the year;
- (iii) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013, for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities;
- (iv) That the Directors have prepared the annual accounts on a going concern basis.

## **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

Members' attention is drawn to the statement on contingent liabilities, commitments in the notes forming part of the financial statement.

## **SHARE CAPITAL**

The paid up capital of the Company is Rs. 4,00,00,000/-. Your Company has not issue any kind of Share during the financial Year ending on 31st March, 2021.

## **EXTRACT OF THE ANNUAL RETURN**

The extract of the annual return in Form No. MGT – 9 shall form part of the Board's report (comment: as on 31/03/2021 status of annual return)

## **PARTICULARS OF THE EMPLOYEES**

The Particulars required under Section 217(2A) of the Companies Act, 2013 are not required to be given as there is no employee drawing Rs.2,00,000/- p.m. or Rs.24,00,000/- p.a., during the year under report.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUT GO:**

The statement containing the necessary information required under Section 134 of the Companies Act, 2013, read With Rule 8(3) of the Companies (Accounts) Rules, 2014 [Chapter IX] is annexed herewith as Annexure A

## **AUDIT COMMITTEE:**

During the year under review, the Audit Committee was constituted in accordance with the provisions of the Companies Act, 2013 and listing agreement entered into by the Company with the Stock Exchanges.

## **COMPLIANCE OF SECRETARIAL STANDARDS**

The Company has complied with all applicable Secretarial Standards issued by the Institute of Company Secretaries of India from time to time

## **FIXED DEPOSITS:**

During the year under review, the Company has not accepted any deposit from the public.

## CORPORATE SOCIAL RESPONSIBILITY

The Company has constituted Corporate Social Responsibility Committee which shall recommend to the Board, the activities to be undertaken by the Company as specified in Schedule VII, recommend the amount of expenditure to be incurred on such activities and monitor the CSR policy of the Company. The company has fully spent the amount stipulated under the requirements of the Act. The CSR activities and its related particulars is enclosed as Annexure I. The Committee consists of the following Directors

1. Shri JAYANTI LAL PATEL SHAMJIBHAI - Independent Director
2. Shri VIJAYKUMAR PATEL CHHOTALAL - Independent Director
3. Shri SHANKARLAL PATEL MANGALDAS - Independent Director

## CORPORATE GOVERNANCE REPORT UNDER REGULATION 27 OF SEBI LODR:

Your Company has complied with the Corporate Governance Provisions of Regulation 27 of SEBI (LODR guidelines) of the Listing Agreement with the Stock Exchanges.

A report on Corporate Governance practices followed by your Company, in terms of Regulation 27 of SEBI (LODR guidelines) of Listing Agreement and a Certificate from the Auditors of the company regarding compliance with Corporate Governance guidelines as stipulated and Management Discussion & Analysis reports have been attached by way of separate section as part of this Annual Report. Annual report on Corporate Social Responsibility (CSR) Activities in ANNEXURE - I

## ACKNOWLEDGMENTS

Your Directors thanks various Government Authorities, banks & other business associates for the support & assistance extended to the Company from time to time and looks forward to their unstinted co-operation in development of the Company. Your Directors sincerely thanks the members for the confidence reposed by them in the company and look forward to their valuable support for the future plans of the Company.

**Place: AHMEDABAD**  
**Date: 25/06/2021**

**BY ORDER OF THE BOARD OF DIRECTORS,  
FOR, JYOTI RESINS AND ADHESIVE LIMITED**

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**MR. JAGDISH PATEL**  
(00304924)  
Managing Director

## ANNEXURE TO THE DIRECTORS' REPORT

### CONSERVATION OF ENERGY

- Energy Conservation measures: Various measures have been taken to improve the efficiency of equipment's so as to reduce process time.
- Additional investments and proposals, if any: Nil.
- Impact of measures: The above measures and tighter control has resulted in lower energy consumption.
- Total energy consumption and energy consumption per unit of production:

#### Power & Fuel Consumption:

Particulars		2020-2021	2019-2020
Electricity			
a)	Purchased Units (KWH)	2,03,771	1,31,477
	Total Amount (Rs.)	20,31,983	20,96,004
	Rate/Unit (Rs. /KWH)	9.97	15.94
	Cost per Kg of Production (Rs.)	0.27	0.27
b)	Own generation		
(i)	Through LDO/Diesel Generator Unit (Ltrs)	1,530	4,020
	Cost of LDO/Diesel (Rs.)	1,21,011	2,79,096
	Per Ltr Cost (Rs.)	79.09	69.43
	Cost per Kg of Production (Rs.)	0.02	0.04
(ii)	Through Fire Woods Unit (Kgs)	2,76,700	3,15,930
	Cost of Fire woods (Rs.)	12,25,043	11,98,387
	Per Kgs. Cost (Rs.)	4.43	3.79
	Cost per Kg of Production (Rs.)	0.16	0.15

Place: AHMEDABAD  
Date: 25/06/2021

BY ORDER OF THE BOARD OF DIRECTORS,  
FOR, JYOTI RESINS AND ADHESIVE LIMITED

MR. JAGDISH PATEL  
(00304924)  
Managing Director



## ANNEXURE - 'B' REPORT ON CORPORATE GOVERNANCE

### COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

Your company has always adapted the highest ethical standards in business and good Corporate Governance practices so that positive aspects of a “family-run” business are combined with the assurance that investor’s interests would be recognized and addressed.

The salient features of the company’s philosophy on corporate governance are:

1. Compliance with all Statutory laws as also other rules / requirements regarding directors / related person remuneration, disclosures, etc.
2. Clear separation of company owned resources and personal accounts
3. Reliance on structures and processes that are recognized as good and moral corporate practices rather on “family” persons, making it a truly professionally managed Company.
4. Full transparency in functioning and accountability of management to the Board
5. Internal controls and Risk management under supervision of Independent Directors

With transparent and honest administrative practices, the management of your company believes it can further increase investors trust and work responsibly to maximize all shareholders value.

### BOARD OF DIRECTORS

In terms of the Company’s Corporate Governance Policy, all statutory and other significant and material information are placed before the Board to enable it to discharge its responsibility of strategic supervision of the Company as trustees of the Shareholders.

Composition The Board is a balanced Board, comprising Executive and Non-Executive Directors. The Non-Executive Directors include independent professionals. Executive Directors, including the Chairman, do not generally exceed one-third of the total strength of the Board. The present strength of the Board is Six, of which Three are Non-Executive Independent Directors and Two are Executive Directors and One is Managing Director of the Company. The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties. The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business. The composition of the Board is in conformity with Regulation 27 and suitable applicable provisions of SEBI (Listing Obligation & Disclosure Requirements) Regulations 2015 (hereinafter referred to as “SEBI (LODR) Regulations, 2015”). The details of the Directors being appointed / re-appointed on retirement by rotation at the ensuing Annual General Meeting, as required pursuant to Regulation 27 and suitable applicable provisions of SEBI (LODR) guidelines, are mentioned in the Notice to the Annual General Meeting, forming part of the Report

Name of Director	Category	No. of Board meetings attended	Last AGM Attendance
Shri Jagdish N. Patel	Mg. Director	6	Yes
Shri Utkarsh J. Patel	Executive Director	6	Yes
Smt. Jyotika J. Patel	Executive director	6	Yes
Shri Shankar Lal Patel Mangaldas	Non-Executive Independent	6	Yes
Shri Vijaykumar Patel Chhotalal	Non-Executive Independent	6	Yes
Shri Jayanti Lal Patel Samirbhai	Non-Executive Independent	6	Yes

There are no Directors having Chairmanship of more than five companies where they are director.

Dates of Board Meeting held: (1) 27/07/2020 (2) 25/08/2020 (3) 28/08/2020 (4) 06/11/2020 (5) 11/02/2021 and (6) 25/03/2021

In line with the requirements of the code of the corporate governance, the board of directors comprises of six members. The composition of the Board is in conformity with the revised listing agreement, having one Managing Director. The Board also has three Independent Director and One-Woman Director.

## AUDIT COMMITTEE

The audit committee has the composition comprising of chairman and non-executive director as per the requirement of **SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015**.

Further the constitution of Audit Committee meets with the requirements of Corporate Governance guidelines as well as the provisions of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Terms of reference of appointment of Audit Committee are as under: The Audit Committee shall have the following powers:

- It shall have authority to investigate into any matter in relation to the items specified in Section 177 of the Companies Act, 2013 or referred to it by the Board and for this purpose, shall have full access to information contained in the records of the Company and external professional advice, if necessary.
- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.
- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending the appointment and removal of external auditor, fixation of audit fees and also approval for payment for any other services.
- Reviewing with management the annual financial statements before submission to the Board, focusing primarily on;
  - Any changes in accounting policies and practices.
  - Major accounting entries based on exercise of judgment by management.
  - Qualification in draft audit report.
  - Significant adjustments arising out of audit.
  - The going concern assumption.
  - Compliance with accounting standards.
  - Compliance with stock exchange and legal requirements concerning financial statements.
  - Any related party transactions i.e. transaction of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large.
- Reviewing with the management, external and internal auditors, the adequacy of internal control systems.
- Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors any significant findings and follow up there on.
- Reviewing the findings if any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

- Discussion with external auditors before the audit commences, nature and scope of audit as well as have post-audit discussion to ascertain any area of concern.
- Review in the Company's financial and risk management policies.
- To look into the reasons for substantial defaults in the payment to the depositors, debentures, shareholders (in case of non-payment of declared dividend) and creditors.
- It shall have discussions with the auditors periodically about internal control systems, the scope of audit including the observations of the auditors and review the quarterly, half-yearly and annual financial statements before submissions to the Board.
- It shall ensure compliance of internal control systems.

During the year under review, Audit Committee met four times on 27/07/2020, 25/08/2020, 06/11/2020 and 11/02/2021. All the Meetings were also attended by the Auditors of the Company. Audit committee met four times where all the members were present.

## NOMINATION AND REMUNERATION COMMITTEE

Composition and terms of reference:

In Compliance of section 178 of Companies Act, 2013 the Nomination and Remuneration Committee is constituted of Four (4) Directors, and an Independent Director acts as the Chairman of the Committee. The Committee's terms of reference include, inter-alia, reviewing and recommending to the Board – the salary, commission, other benefits, service agreements and employment conditions of the Whole-time and the Managing Director and to approve the selection, appointment and remuneration of relatives of Directors for holding an office of profit pursuant to Section 188 of the Companies Act, 2013

Date(s) on which the meeting(s) were held - During the financial year ended 31st March 2021, four (4) Committee Meetings were held on 27/07/2020, 25/08/2020, 06/11/2020 and 11/02/2021.

Details of remuneration paid to the Directors of the Company are as follows:

### Managing Director:

The present remuneration of the Managing Director includes a salary of Rs. 8,00,000/- per month and other perquisites, as approved by the Remuneration committee and shareholders at the AGM held on 30th September, 2019. For the financial year 2019-20, the remuneration payable to **MR. JAGDISH PATEL** is reviewed by the Remuneration Committee.

### Executive Directors:

The present remuneration of the Executive Director includes a salary of Rs. 5,00,000/- per month and other perquisites, as approved by the Remuneration committee and shareholders at the AGM held on 30th September, 2019. For the financial year 2019-20, the remuneration payable to **MR. Utkarsh PATEL** is reviewed by the Remuneration Committee.

The present remuneration of the Executive Director includes a salary of Rs. 3,00,000/- per month and other perquisites, as approved by the Remuneration committee and shareholders at the AGM held on 30th September, 2019. For the financial year 2019-20, the remuneration payable to **MR. Jyotikaben PATEL** is reviewed by the Remuneration Committee.

### Non-Executive Directors:

The Non-Executive Directors on the Board of your company are very senior and experienced professionals, and play a crucial role in defining the overall growth strategy of the company. They also play a pivotal role in safeguarding the interests of the investors at large by playing an appropriate control role. Their active involvement in the company's business processes and their independent views ensure a very high level of governance in the company.

**The Non-Executive Independent Directors are providing honorary services and have been paid Rs. NIL as a sitting fee during the financial year 2020-21.**

## CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Company has constituted Corporate Social Responsibility Committee which shall recommend to the Board, the activities to be undertaken by the Company as specified in schedule VII, of the Companies Act 2013 recommend the amount of expenditure to be incurred on such activities and monitor the CSR policy of the Company. The company has fully spent the amount stipulated under the requirements of the Act. Corporate Social Responsibility Committee consisting of the following Directors with effect from 11/02/2021.

1. Shri JAYANTI LAL PATEL SHAMJIBHAI - Independent Director
2. Shri VIJAYKUMAR PATEL CHHOTALAL - Independent Director
3. Shri SHANKARLAL PATEL MANGALDAS - Independent Director

## RISK MANAGEMENT COMMITTEE

Requirement of constitution of Risk Management Committee pursuant to Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements), 2015 is not applicable to the Company.,

## STAKEHOLDER RELATIONSHIP COMMITTEE

In compliance of sub-section 5 of section 178 of the Companies Act, 2013 it stipulates that the Investor Grievances & Share transfer Committee has been now combines and named as **“stakeholder relationship committee”** and has the composition comprising of chairman and non-executive director as per the requirement of **SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015**.

During the year, the company and their Registrar and Share Transfer Agents M/s Link Intime India Pvt. Ltd. received no any complaint.

The Share received for transfer are approved on 10th, 20th and 30th of each month and are given effect by the Registrar and Share Transfer Agent.

	INVESTOR COMPLAINTS	
1	Pending at the beginning of the year	NIL
2	Received during the year	NIL
3	Disposed of during the year	NIL
4	Remaining unresolved at the end of the year	NIL

### Date(s) on which the meeting(s) were held

During the financial year ended 31st March 2021, four (4) Committee Meetings were held on 27/07/2020, 25/08/2020, 06/11/2020 and 11/02/21. There were no pending complaints at the end of the financial year 2020-21.

### III. General Body Meetings:

The venue and the time of the last three Annual General Meetings of the Company are as follows:

Date	Location	Date	Time	No. of Special Resolutions Passed
2019 – 2020	1104-1112, ELITE, NR. Shapath Hexa, Nr. Sola Over Bridge, S.G. Highway, Ahmedabad	30-09-2020	11.30 A.M.	0
2018 – 2019	1104-1112, ELITE, NR. Shapath Hexa, Nr. Sola Over Bridge, S.G. Highway, Ahmedabad	30-09-2019	11.30 A.M.	3
2017 – 2018	405-6, Rajkamal Plaza-B, Opp. Sakar-III, Income Tax, Ahmedabad	29-09-2018	3.00 P.M.	2

All special resolutions set out in the notices for the Annual General Meetings were passed by the shareholders at the respective meetings with requisite majority.

There are no special resolutions passed by the company through postal ballot at any of the above annual general meeting.

#### DISCLOSURES:

As per the disclosures given by the Directors of the Company there were no materially related party transactions as per Companies Act, 2013.

All the guidelines issued by the SEBI relating to (Listing Obligation And Disclosure Requirement) Regulation, 2015 and Stock Exchange or other statutory authority on the matter related to capital markets are fully complied.

#### MEANS OF COMMUNICATION:

The means of communication between the Shareholders and Company are transparent and investor friendly. The quarterly results of the Company are published in Western Times (English) and Western Times (Gujarati) as required by the listing agreement. Steps are being taken to display the same on the corporate website.

#### General shareholder information:

Annual general Meeting: (Date, Time and Venue)	Date: 28/09/2021 Time: 11.30 A.M. Venue : 1104-1112, ELITE, NR. Shapath Hexa, Nr. Sola Over Bridge, S.G. Highway, Ahmedabad – 380 060.
Financial Calendar:	1 <sup>st</sup> April 2020 to 31 <sup>st</sup> March 2021.
Date of Book Closure:	From: 22 <sup>nd</sup> September, 2021 to 28 <sup>th</sup> September, 2021. (Both days inclusive)
Dividend Payment Date:	03/10/2021

#### TENTATIVE FINANCIAL CALENDAR

Publication of Quarterly Results ending 30 <sup>th</sup> Sept. 2021	First week of Nov. 2021
Publication of Quarterly Results ending 31 <sup>st</sup> Dec. 2021	First week of Feb. 2022
Publication of Audited Results for 2021 - 22	Last week of May 2022
Annual General Meeting for 2021 - 22	Last week of September 2022

#### LISTING ON STOCK EXCHANGE:

The Bombay Stock Exchange, Mumbai

Stock code on BSE

514448

#### Market Price Data:

Share price in The Stock Exchange, Mumbai:

Month	High (Rs.)	Low (Rs.)
April'20	139.75	92.30
May'20	128.95	101.00
June'20	166.30	101.05
July'20	192.90	134.00
August'20	323.00	153.00
September'20	237.95	191.05
October'20	244.00	207.90
November'20	313.70	221.30
December'20	440.00	285.00
January'21	461.25	382.00
February'21	549.75	390.00
March'21	574.95	445.00



Performance in Comparison to broad based Indices such as BSE Sensex, CRISIL Index etc.

Not applicable since shares are traded in XD list of the stock Exchange, Mumbai.

## REGISTRAR AND SHARE TRANSFER AGENT

M/s Link Intime India Pvt. Ltd.  
C-101, 247 Park,  
L. B. S. Marg,  
Vikhroli (W), Mumbai-400 083.  
TEL. NO.022-49186000  
FAX // 91 -022-49186060

## SHARE TRANSFER SYSTEM

The share transfer work is handled by the Registrar and Share Transfer Agent of the Company i.e.M/s Link Intime India Pvt. Ltd are also having connectivity with the depositories viz. NSDL and CDSL.

Share Transfer are registered and dispatched within a period of thirty days from the date of the lodgements if the transfer documents are correct and valid in all respects.

Distribution of Shareholding as on 31<sup>st</sup> March, 2021:

No. of Equity Shares Held	No. of Share holders	% of Shareholders	No. of Share held	% of Shareholders
1 to 500	2356	88.64	197200	4.93
501 to 1000	125	4.70	100923	2.52
1001 to 2000	75	2.83	117060	2.93
2001 to 3000	24	0.90	60180	1.51
3001 to 4000	17	0.64	59879	1.50
4001 to 5000	15	0.56	76919	1.92
5001 to 10000	21	0.79	153699	3.84
10001 and above	25	0.94	3234140	80.85
TOTAL	2658	100.00	4000000	100.00

## Distribution pattern as on 31st March, 2021

	No. Of Shares	Percentage (%)
Promoters and Relatives	1959047	48.98%
Bodies Corporate	333487	8.34%
Public	1698273	42.45%
Other – Clearing Member	9193	0.23%

## Dematerialization of shares and Liquidity

ISIN NO. INE577D01013

3973199 shares out of 4000000 shares of the company have dematerialized as at 31<sup>st</sup> March, 2021 representing 99.33% of total capital of the company. The company has entered into agreement with both National Securities Depository Ltd.(NSDL) and Central Depository Services Ltd.(CDSL) whereby shareholders have an option to dematerialized their shares with the depositories.

Outstanding GDRs/ ADRs/ Warrants or any Convertibles Instruments, Conversion date And Likely impact on equity:	Not applicable
Plant Location:	Plot No. 873, Village Santej, Tal. Kalol, Dist. Gandhinagar, Gujarat.-382 721.
Address for Correspondence:	1104-1112, ELITE, Opp. Shapath Hexa, Nr. Sola Over Bridge, S.G. Highway, Ahmedabad – 380060

**ANNEXURE – ‘C’**  
**AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE:**

(Auditors' Certificate on Compliance of Conditions of Corporate Governance as per Clause 49 of the Listing Agreement with the Stock Exchanges)

**To the Members of**  
**Jyoti Resins & Adhesives Ltd.**

We have examined the compliance of conditions of corporate governance by M/s Jyoti Resins & Adhesives Ltd. for the year ended on 31st March, 2021 as stipulated in Clause 49 of the Listing Agreement entered into with the Stock Exchanges and other SEBI guidelines as are applicable.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, subject to the requirement of one- half of the Board comprising of independent directors being complied with as on the date of this report, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned listing agreement.

We state that no investor grievances are pending for a period exceeding one month against the company as per the record maintained by the Shareholders/ Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Suresh R. Shah & Associates**  
**Chartered Accountants.**

**Place: Ahmedabad**  
**Date: 25<sup>th</sup> June 2021**

**Mrugen K. Shah**  
**Partner**

**ANNEXURE – ‘D’  
CERTIFICATE BY CEO/CFO**

Pursuant to the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges and other regulations as are applicable it is hereby certified that for the financial year ended 31<sup>st</sup> March, 2021:

1. I/we have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief, these statements:
  - (i) Do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) Together present a true and fair view of the Company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year that are fraudulent, illegal or violative of the company’s Code of Conduct.

I/we accept responsibility for establishing and maintaining internal controls for financial reporting and that I/we have evaluated effectiveness of internal control system of the company pertaining to financial reporting and I/we have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I/we are aware and the steps I/we have taken or propose to take, to rectify these deficiencies.

3. I/we have indicated to the Auditors and to the Audit Committee:
  - (i) Significant changes in internal control over financial reporting during the year.
  - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud, if any, of which I/we have become aware and the involvement therein, if any, of the management or an employee having significant role in the company’s internal control system over financial reporting.

**For & On Behalf of the Board**

**Place : Ahmedabad**  
**Date : 25<sup>TH</sup> JUNE ,2021**

**Jagdish N. Patel**  
**Managing Director**

## **ANNEXURE – ‘E’ MANAGEMENT DISCUSSION AND ANALYSIS**

### **Industry structure & Developments**

Jyoti Resins and Adhesives Ltd. is in the business of Productions of Wood Adhesives which are widely used in fast moving consumer market on days.

### **Financial Performance**

Performance of your company for financial year ended on 31<sup>st</sup> March 2021 has been satisfactory over though stiff market competition. Sales income was Rs10129.39Lacs compared to previous year sales of Rs. 7354.40Lacs.

Our policy is to identify customers need, design and develop products, subsequently manufacture & supply at competitive prices to achieve total customer satisfaction.

### **Internal control system/ Human Resources**

Considering the size of the company your company has adequate system of internal control to provide reasonable assurance that assets are safeguarded & protected from unauthorized use or disposition. During the financial year ended on 31<sup>st</sup> March, 2021, industrial relations continued to remain cordial. Employees were subjected to various training to further sharpen their skills in that functional area.

### **Future Outlook**

Based on the buoyancy of the Indian economy, the overall scenario and the steps taken by the Management, the future outlook of your Company looks bright.

### **Report on Corporate Governance**

In Compliance with clause 49 of the Listing Agreement entered into with Stock Exchange, the company submits the report on the matter mentioned in the said clause

The company assumes no responsibility in respect of forward-looking statements, which may be amended or modified in future on the basis of subsequent developments, information or events.

**For & On Behalf of the Board**

**Place: Ahmedabad.  
Dated: 25<sup>TH</sup> JUNE, 2021**

**Jagdish N. Patel  
Chairman & Managing Director**

## Annexure – ‘F’ SECRETARIAL AUDIT REPORT

For the financial year ended **31/03/2021**

[Pursuant to section 204 (1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
JYOTI RESINS AND ADHESIVES LIMITED  
CIN L24229GJ1993PLC020879  
SURVEY NO. 873, OPP. ANAND HEALTHCARE,  
RANCHHODPURA ROAD, SANTEJ, TAL. KALOL  
DIST. GANDHINAGAR – 382721

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. JYOTI RESINS AND ADHESIVES LIMITED** (hereinafter called the ‘Company’). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2021**, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31<sup>st</sup> March, 2021**, according to the provisions of:

The Companies Act, 2013(“the Act”) and the rules made thereunder as applicable;

- (i) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iii) Foreign Exchange Management Act, 1999 (FEMA) and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the Audit Report)
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’): -
  - (a) The Securities and Exchange Board of India ((Listing Obligations And Disclosure Requirements) ) Regulations, 2015;
  - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (v) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable as there was no reportable event during the financial year under review)
- (vi) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable as there was no reportable event during the financial year under review)
  - (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Report)
  - (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the Audit Report)

- (vii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable as there was no reportable event during the financial year under review)
- (viii) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998; (Not applicable as there was no reportable event during the financial year under review)
- (ix) Circulars/Guidelines issued thereunder;
- (x) I have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. Management has identified and confirmed the following laws as being specifically applicable to the Company;

- Pharmacy Act, 1948;
- Drugs & Cosmetics Act, 1940,
- Narcotic Drugs and psychotropic Substances Act, 1985;
- Indian Boilers Act ,1923;
- Factories Act, 1948;
- The Insecticide Act, 1968;
- Environment Protection Act, 1986 and other environmental laws
- Hazardous Wastes (Management and Handling) Rules, 1989 and Amendment Rule, 2003
- Maternity Benefits Act, 1961
- Sale of Goods Act, 1930
- The Payment of Gratuity Act, 1972
- The Payment of Wages Act, 1936
- Equal Remuneration Act, 1976
- The Industrial Disputes Act, 1947
- The Child Labour (Regulation & Abolition) Act, 1970

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India (applicable for the period ending 31st March, 2021);
- (ii) Listing Agreements entered into by the Company with BSE (Stock Code: 514448) (BOMABAY STOCK EXCHANGE) Limited and/or Securities Exchange Board Of India (Listing Obligations And Disclosure Requirement) Regulations, 2015

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that -

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.



I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines; and

1. As informed, the Company has responded appropriately to notices received from various statutory / regulatory authorities including initiating actions for corrective measures, wherever found necessary.

I further report that during the audit period there were no instances of;

- (i) Public/Rights/Preferential issue of shares/Debentures/Sweat Equity, etc.
- (ii) Redemption/Buy-back of securities.
- (iii) Major decision taken by the members in pursuance to Section 180 of the Companies Act, 2013,
- (iv) Merger/ Amalgamation/ Reconstruction, etc.
- (v) Foreign Technical Collaboration.

For Meenu Maheshwari & Associates  
Proprietor  
(Meenu Maheshwari )  
Company Secretaries  
Firm Regn No. S2015GJ305400  
ICSI UDIN :F007087C000514517  
FCS No. 7087 C.P. No. 8953

Date: .25-06-2021  
Place: Ahmedabad

Note: - This Report is to be read with my letter of above date which is annexed as Annexure A and it forms an integral part of this report.

## ANNEXURE – ‘G’

### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulations 34(3) and Schedule V Para C Clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,

The Members of

#### JYOTI RESINS AND ADHESIVES LIMITED

CIN L24229GJ1993PLC020879

SURVEY NO. 873, OPP. ANAND HEALTHCARE,

RANCHHODPURA ROAD, SANTEJ, TAL. KALOL

DIST. GANDHINAGAR – 382721

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of JYOTI RESINS AND ADHESIVES LIMITED having CIN L24229GJ1993PLC020879 and having registered office at\_ SURVEY NO. 873, OPP. ANAND HEALTHCARE RANCHHODPURA ROAD, SANTEJ, TAL. KALOL DIST. GANDHINAGAR – 382721 IN and (hereinafter referred to as ‘the Company’), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment
1	Jagdish Nathalal Patel	00304924	01/04/2009
2	Utkarsh Jagdishbhai Patel	02874427	29/01/2010
3	Jyotika Jagdishbhai Patel	07134331	24/03/2015
4	Shankarlal Mangaldas Patel	08538275	22/08/2019
5	Vijaykumar Chhotalal Patel	08538310	22/08/2019
6	Jayantilal Shamjibhai Patel	08538317	22/08/2019

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place Ahmedabad

Date 25/06/2021

For, Meenu Maheshwari & Associates

SD/-

Company secretary

FRN: S2015GJ305400

Meenu Maheshwari

Proprietor

FCS No :7087

CP No : 8953

UDIN NO. F007087C000514495

**ANNEXURE – ‘H’**  
**CERTIFICATE PURSUANT TO REGULATION 17(8) OF THE LISTING REGULATION**

Mr. **Jagdish N. Patel**, Managing Director and Mr. Ashok Chinubhai Jardosh, CFO of the company shall certify that, to the best of their knowledge and belief:

They have reviewed the balance sheet and profit and loss account and all its schedules and notes on accounts, as well as the cash flow statements and the Directors’ Report;

- (b) These statements do not contain any materially untrue statement or omit any material fact nor do they contain statements that might be misleading;
- (c) These statements together present a true and fair view of the company, and are in compliance with the existing accounting standards and / or applicable laws / regulations;
- (d) They are responsible for establishing and maintaining internal controls and have evaluated the effectiveness of internal control systems of the company; and they have also disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, and what they have done or propose to do to rectify these;
- (e) They have also disclosed to the auditors as well as the Audit Committee, instances of significant fraud, if any, that involves management or employees having a significant role in the company’s internal control systems; and
- (f) They have indicated to the auditors, the Audit Committee and in the notes on accounts, whether or not there were significant changes in internal control and / or of accounting policies during the year.

**Place : Ahmedabad.**  
**Dated: 25<sup>TH</sup> JUNE , 2021**

**For Jyoti Resins & Adhesives Limited**

**Jagdish N. Patel**  
**Managing Director**

**Ashok Chinubhai Jardosh**  
**CFO**

## ANNEXURE – ‘I’

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A Brief outline of the Company's CSR policy including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs. CSR Policy - Approved by the Board of Directors on 11/02/2021

Present Activities: Made contribution for “Vocational Training for Reaching to Unreached” Rural Development Community Mobilization and Livelihood Promotion Activities.

Future focus: Trust basically implementing and provide vocational training, self employment training in rural poor area of Surendranagar District Gujarat without distinction of caste or creed.

2. Composition of CSR Committee Corporate Social Responsibility Committee consists of following three Directors :

#### Name of the persons Designation

- (i) Shri JAYANTI LAL PATEL SHAMJIBHAI - Independent Director
- (ii) Shri VIJAYKUMAR PATEL CHHOTALAL - Independent Director
- (iii) Shri SHANKARLAL PATEL MANGALDAS - Independent Director

3. Average profit before tax of the Company for last 3 financial years : Rs.3,78,07,188/-

4. Prescribed CSR expenditure : Rs.7,56,145/- (2% of the amount as in item 3 above)

5. Details of CSR spent during the financial year

(a) Total amount spent for the financial year : Rs. 10,00,000/-

(b) Amount unspent, if any : Nil

(c) Manner in which the amount spent during the financial year is detailed below:

S. N.	CSR Project /activities identified	Sector in which the project is covered	Projects or programs 1.local area or other 2.Specify the state and districts where projects	Amount outlay (budget) project or programs wise	Amount spend on projects or programs sub heads: 1.Direct expenditure on projects or programs 2.overheads	Cumulative expenditure up to reporting period 2020-21	Amount spent : direct or through implementing agency
1	Promotion on Education	Vocational Training for Reaching to Unreached” Rural Development Community Mobilization and Livelihood Promotion Activities.	Trust basically implementing and provide vocational training, self employment training in rural poor area of Surendranagar District Gujarat without distinction of caste or creed	10 LAKH	10 LAKH	10 LAKH	Direct contribution

6. In case the company has failed to spend the two percent, of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board Report

N.A.

## 7. Responsibility Statement of the CSR Committee:

The CSR committee hereby confirms that the implementation and monitoring of CSR activities are in compliance with CSR objectives and policy of the company.

For Jyoti Resins & Adhesives Limited

**Jagdish N. Patel**  
Managing Director

**Ashok Chinubhai Jardosh**  
CFO

## MANAGING DIRECTOR CERTIFICATE

### CODE OF CONDUCT

The Company has already informed the code of conduct & prevention of insider trading as prescribed by the Securities and Exchange Board of India to Directors & Senior Management personnel. A declaration signed by the Managing Director in this regard is given below.

I hereby confirm that the Company has obtained affirmation from all the members of the Board and senior management personnel of the Company that they have complied with the code of conduct and ethics policy of the Company framed for directors & senior management personnel in respect of the financial year 2020 - 2021.

**Jagdish N. Patel**  
Managing Director

## FormNo.MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31.03.2021  
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the  
Companies (Management and Administration) Rules, 2014]

## I. Registration And Other Details:

i.	CIN	L24229GJ1993PLC020879
ii.	Registration Date	17-12-1993
iii.	Name of the Company	Jyoti Resins And Adhesives Limited
iv.	Category / Sub-Category of the Company	Limited By Shares / Public Company
v.	Address of the Registered office and contact details	Survey No. 873, Opp. Anand Healthcare Ranchhodpura Road, Santej, Tal. Kalol, Dist. Gandhinagar-382721
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Ltd. C-101, 247 Park, L. B. S. Marg, Vikhroli (W), Mumbai – 400 083.

## II. Principal Business Activities Of The Company

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr.No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Wood Adhesives	35061000	100%

## III. Particulars Of Holding, Subsidiary And Associate Companies

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1.	Not Applicable	-	-	-	-

## IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

## a. Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
1) Indian									
a) Individual/ HUF	18,88,343	-	18,88,343	47.21	19,59,047	-	19,59,047	48.98	1.77
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):-	18,88,343	-	18,88,343	47.21	19,59,047	-	19,59,047	48.98	1.77
2) Foreign									
g) NRIs-Individuals	22,191	-	22,191	0.56	31,105	-	31,105	0.78	0.22



h) Other-Individuals	-	-	-	-	-	-	-	-	-
i) Bodies Corp.	-	-	-	-	-	-	-	-	-
j) Banks / FI	-	-	-	-	-	-	-	-	-
k) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total(A)(2):-	22,191	-	22,191	0.56	31,105	-	31,105	0.78	0.22
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(1)	-	-	-	-	-	-	-	-	-
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
(i) Indian	3,42,265	500	3,42,765	8.57	3,32,987	500	3,33,487	8.34	-0.23
(ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
(i) Individual shareholders holding nominal share capital upto Rs. 2 lakhs	8,64,299	27,001	8,91,300	22.28	8,08,426	26,301	8,34,727	20.87	-1.42
(ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	8,44,670	3,400	8,48,070	21.20	8,32,441	-	8,32,441	20.81	-0.39
c) CLE. MEM	7,331	-	7,331	0.18	9,193	-	9,193	0.23	0.05
d) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(2)	20,58,565	30,901	20,89,466	52.24	19,83,047	26,801	20,09,848	50.25	-1.99
Total Public Shareholding (B)=(B)(1) + (B)(2)	20,58,565	30,901	20,89,466	52.24	19,83,047	26,801	20,09,848	50.25	-1.99
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	39,69,099	30,901	40,00,000	100.00	39,73,199	26,801	40,00,000	100.00	-

**b. Shareholding of Promoters**

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Utkarsh J Patel	3,83,126	9.58	-	3,89,945	9.75	-	0.17

2.	Jagdish N Patel	5,48,254	13.71	-	5,97,739	14.94	-	1.24
3.	Jyotika J Patel	4,18,994	10.47	-	4,29,694	10.74	-	0.27
4.	Suketu R Patel	1,20,060	3.00	-	1,20,060	3.00	-	-
5.	Priyanka U Patel	4,17,909	10.45	-	4,21,609	10.54	-	0.09
	<b>Total</b>	<b>18,88,343</b>	<b>47.21</b>	<b>-</b>	<b>19,59,047</b>	<b>48.98</b>	<b>-</b>	<b>1.77</b>

**c. Change in Promoters' Shareholding (please specify, if there is no change)**

Particulars	No. of shares	% of total shares of the company
At the beginning of the year	18,88,343	47.21
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	70,704	1.77
At the End of the year	19,59,047	48.98

**V. Indebtedness**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	1,20,28,263	-	-	-
ii) Interest due but not paid	-	-	-	1,20,28,263
iii) Interest accrued but not	-	-	-	-
<b>Total(i+ii+iii)</b>	<b>1,20,28,263</b>	<b>-</b>	<b>-</b>	<b>1,20,28,263</b>
<b>Change in Indebtedness during the financial year</b>				
- Addition	-	-	-	-
- Reduction	91,60,018	-	-	91,60,018
<b>Net Change</b>	<b>-91,60,018</b>	<b>-</b>	<b>-</b>	<b>-91,60,018</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	28,68,245	-	-	28,68,245
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>28,68,245</b>	<b>-</b>	<b>-</b>	<b>28,68,245</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole-time Directors and / or Manager**

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager			Total Amount
		Jagdish Patel	Utkarsh Patel	Jyotika Patel	
1	Gross salary				
	(a)Salary as per provisions contained in section17(1) of the Income-tax Act , 1961	96,00,000	60,09,240	36,00,000	1,92,09,240

	(b)Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c)Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as% of profit	-	-	-	-
	- others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
6	Total(A)	96,00,000	60,09,240	36,00,000	1,92,09,240

**B. Remuneration to other directors:**

Sl. No.	Particulars of Remuneration	Name of Other Directors			Total Amount
		Vijaykumar Patel	Shankar Patel Mangaldas	Jayantilal Patel Shamjibhai	
1	Independent Directors	-	-	-	-
	·Fee for attending board committee meetings	-	-	-	-
	·Commission	-	-	-	-
	·Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors	-	-	-	-
	·Fee for attending board committee meetings	-	-	-	-
	·Commission	-	-	-	-
	·Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total(B)= (1+2)	-	-	-	-
	Total Managerial Remuneration	-	-	-	-
	Over all Ceiling as per the Act	-	-	-	-

**C. Remuneration to Key Managerial Personnel Other Than MD / Manager / WTD**

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Company Secretary	CFO	
1.	Gross salary				
	(a) Salary as per provisions contained in u/s 17(1) Income-tax Act, 1961	-	4,80,000	5,08,142	9,88,142
	(b)Value of perquisites u/s 17(2) Income-tax Act,1961				
	(c)Profits in lieu of salary u/s 17(3) Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
	- as % of profit				

	-others , specify...				
5.	Others, please specify	-	-	-	-
6.	Total	-	4,80,000	5,08,142	9,88,142

# VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD] / NCLT / Court ]	Appeal made. If any(give details)
A. Company					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. Directors					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. Other Officers In Default					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

## INDEPENDENT AUDITOR'S REPORT

### To The Members of JYOTI RESINS & ADHESIVES LIMITED Report on the Standalone Financial Statements

#### Opinion

We have audited the accompanying standalone financial statements of **JYOTI RESINS & ADHESIVES LIMITED** ("the Company"), which comprise the Balance Sheet as at **March 31, 2021**, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at **March 31, 2021**, and its profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the standard on auditing specified u/s. 143(10) of the act (SAs). Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of standalone financial statements section of our report. We are independent of the company in accordance with the code of ethics issued by ICAI together with Independence Requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide the basis for our audit opinion on the standalone financial statements.

#### Emphasis of Matter

We draw attention to Note 4.23 of the financial statements, as regards the management's evaluation of COVID-19 impact on the future performance of the Company and its subsidiaries. Our opinion is not modified in respect of this matter.

#### Key Audit Matters

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements of the current period. There is no key audit matter with respect to standalone financial statements to be communicated in our report.

#### Information other than Standalone Financial Statements and Auditor's Report thereon

The company's Board of Directors' are responsible for the preparation of the other information. The other information comprises the information included in the management discussion and analysis, board's report including annexure to board's report, Business responsibility report, Corporate governance and Shareholder's information but does not include the standalone financial statement and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the information and we do not express any form of assurance conclusion thereon. In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is material misstatement of this other information, we are required to report the fact. We have nothing to report in this regard.

### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended including the Companies (Indian Accounting Standards) Amendment Rules, 2019. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the Order issued under section 143(11) of the Act.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.



## Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the afore said standalone financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors of the Company as on **March 31, 2021** taken on record by the Board of Directors, none of the directors is disqualified as on **March 31, 2021** from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the **internal financial controls over financial reporting** of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure A**”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of Section 197(16) of the Act, as amend:  
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its Directors during the year is in accordance with the provisions of Section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the **Companies (Audit and Auditors) Rules, 2014**, as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
  - (ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

2. As required by the **Companies (Auditor’s Report) Order, 2016 (“the Order”)** issued by the Central Government in terms of Section 143(11) of the Act, we give in “**Annexure B**” a statement on the matters specified in paragraphs 3 and 4 of the Order.

**Suresh R Shah & Associates**  
Chartered Accountants  
FRN:110691W

**Place: Ahmedabad**  
**Date: 25-06-2021**

**Mrugen K Shah**  
(Partner)  
M. No.: 117412  
UDIN:

## ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of JYOTI RESINS & ADHESIVES LIMITED of even date)

### Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub- section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **JYOTI RESINS & ADHESIVES LIMITED** (“the Company”) as of **March 31, 2021** in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

#### Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- 3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Suresh R Shah & Associates**  
**Chartered Accountants**  
**FRN:110691W**

**Place: Ahmedabad**  
**Date: 25-06-2021**

**Mrugen K Shah**  
**(Partner)**  
**M. No.: 117412**  
**UDIN :**

## ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of JYOTI RESINS & ADHESIVES LIMITED of even date)

1. In respect of the Company's fixed assets:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the standalone financial statements, the lease agreements are in the name of the Company.
2. (a) The management of the company has conducted the physical verification of inventory at reasonable intervals. Due to COVID-19 pandemic, at the end of the year we were not able to verify inventories physically at year end hence we have relied on the management representation.
  - (b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of accounts were not material.
3. According to the information and explanations given to us, the Company has not granted secured or unsecured loans to any Company, Firm, Limited Liability Partnership or other party covered in the register maintained under section 189 of the Companies Act, 2013.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
5. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at **March 31, 2021** and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
6. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.
7. According to the information and explanations given to us, in respect of statutory dues:
  - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Value Added Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
  - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Value Added Tax, Goods and Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues in arrears as at **March 31, 2021** for a period of more than six months from the date they became payable.
8. The Company has taken loans or borrowings from banks but there is no default in repayment of the same. Moreover, the company has not any taken loan or borrowing from financial institution or has not issued any debentures, hence reporting for the same under clause 3(viii) of the Order is not applicable to the Company.

9. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3(ix) of the Order is not applicable to the Company.
10. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
11. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
12. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
13. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
14. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
15. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**Suresh R Shah & Associates**  
**Chartered Accountants**  
**FRN:110691W**

**Place: Ahmedabad**  
**Date: \_\_-06-2021**

**Mrugen K Shah**  
**(Partner)**  
**M. No.: 117412**  
**UDIN :**

**JYOTI RESINS & ADHESIVES LIMITED**

Balance sheet as at 31 March 2021

*(All amounts are in Indian Rupees, except share data and as stated)*

ASSETS	Notes	As at 31-03-2021	As at 31-03-2020
<b>Non-current assets</b>			
Property, plant and equipment	5	38,88,76,482	18,78,99,913
Financial Assets			
Non current Investments	6	7,20,450	7,20,450
Other Non current financial Assets	7	6,29,65,680	4,00,00,000
Other non-current assets	8	-	-
<b>Total non-current assets</b>		<b>45,25,62,612</b>	<b>22,86,20,363</b>
<b>Current assets</b>			
Inventories	9	5,45,18,229	8,68,47,687
Financial Assets			
Current Investment	6	3,08,02,700	5,61,49,272
Trade receivables	10	52,09,16,509	53,16,18,625
Cash and cash equivalents	11	7,14,16,792	7,81,05,581
Bank Balance other than cash and cash equivalent	12	16,56,90,732	10,33,12,101
Other current assets	13	14,53,01,555	11,85,93,329
<b>Total current assets</b>		<b>98,86,46,517</b>	<b>97,46,26,595</b>
<b>Total assets</b>		<b>1,44,12,09,129</b>	<b>1,20,32,46,958</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	14	4,00,00,000	4,00,00,000
Other Equity	15	39,94,27,117	24,40,44,766
<b>Total Equity</b>		<b>43,94,27,117</b>	<b>28,40,44,766</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial Liabilities			
Borrowings	16	5,26,934	98,62,915
Other financial liabilities	18	28,57,001	18,63,650
Deferred Tax liabilities	20	22,98,234	22,14,008
<b>Total non-current liabilities</b>		<b>56,82,169</b>	<b>1,39,40,573</b>
<b>Current liabilities</b>			
Financial Liabilities			
Borrowings	16	23,41,311	21,65,348
Trade Payables	17	2,12,50,941	3,95,67,905
Other financial liabilities	18	5,14,625	2,08,570
Provisions	19	95,69,99,787	85,24,27,985
Other current liabilities	21	1,49,93,179	1,08,91,811
<b>Total current liabilities</b>		<b>99,60,99,843</b>	<b>90,52,61,619</b>
<b>Total Liabilities</b>		<b>1,00,17,82,012</b>	<b>91,92,02,192</b>
<b>Total Equity And Liabilities</b>		<b>1,44,12,09,129</b>	<b>1,20,32,46,958</b>



Significant accounting policies

The notes referred to above form an integral part of these financial statements

As per our report of even date attached

**for Suresh R Shah & Associates**

Chartered Accountants

ICAI Firm Registration Number: 110691W

for and on behalf of the Board of Directors of

**JYOTI RESINS & ADHESIVES LIMITED**

CIN: L24229GJ1993PLC020879

**Mrugen Shah**

Partner

Membership no: 117412

Place: Ahmedabad

Date: 25-06-2021

**JAGDISH N PATEL**

Managing Director

DIN: 00304924

Place: Ahmedabad

Date: 25-06-2021

**UTKARSH J PATEL**

DIRECTOR

DIN: 02874427

**JYOTI RESINS & ADHESIVES LIMITED**
**Statement of profit and loss for the year ended 31 March 2021**
*(All amounts are in Indian Rupees, except share data and as stated)*

	Notes	Year ended 31 March 2021	Year ended 31 March 2020
Revenue from operations	22	1,01,29,39,255	73,54,40,290
Other income	23	4,63,34,157	1,35,34,096
Other gains / (losses) net	23	1,79,08,959	(1,32,12,636)
<b>Total income</b>		<b>1,07,71,82,371</b>	<b>73,57,61,750</b>
<b>Expenses</b>			
Cost of materials consumed	24	48,54,20,343	41,04,76,628
Changes in inventories of finished goods, work-in progress, stock in trade and packing materials	25	3,50,26,461	(2,95,17,844)
Employee benefits expense	26	12,94,50,464	12,10,23,456
Finance costs	27	6,63,008	7,24,148
Depreciation and amortisation expense	28	62,16,503	47,59,941
Other expenses	29	25,86,70,712	11,69,24,466
<b>Total expenses</b>		<b>91,54,47,491</b>	<b>62,43,90,795</b>
<b>Profit before exceptional items and income tax</b>		<b>16,17,34,880</b>	<b>11,13,70,955</b>
<b>Exceptional items</b>		-	-
<b>Profit before tax</b>			
Current tax		4,00,00,000	3,00,00,000
Deferred tax (credit) / charge	20	84,226	3,75,724
<b>Income tax expense</b>		<b>4,00,84,226</b>	<b>3,03,75,724</b>
<b>Profit for the year</b>		<b>12,16,50,654</b>	<b>8,09,95,231</b>
<b>Other comprehensive income net of taxes</b>			
<b>Items that will not be reclassified subsequently to profit or loss</b>			
Remeasurement gains / (loss) of defined benefit plans		-	-
Changes in fair value of FVOCI equity instruments		-	-
Income tax relating to items that will not be reclassified subsequently to profit or loss		-	-
<b>Net other comprehensive income not to be reclassified subsequently to profit or loss</b>		-	-
<b>Items that will be reclassified subsequently to profit or loss</b>			
Debt instruments through other comprehensive income - net change in fair value			
Income tax relating to items that will be reclassified subsequently to profit or loss			
<b>Net other comprehensive income to be reclassified subsequently to profit or loss</b>			
<b>Other comprehensive income for the year, net of tax</b>		-	-
<b>Total comprehensive income for the year</b>		<b>12,16,50,654</b>	<b>8,09,95,231</b>

**Earnings per share:**

Basic and diluted earnings per share (Rs.)  
[Nominal value of per equity share is Rs. 10]

30.41 20.25

30.41 20.25

Significant accounting policies

4

The notes referred to above form an integral part of these financial statements

As per our report of even date attached

For Suresh R Shah & Associates

Chartered Accountants

ICAI Firm Registration Number: 110691W

for and on behalf of the Board of Directors of

**JYOTI RESINS & ADHESIVES LIMITED**

CIN : L24229GJ1993PLC020879

**Mrugen Shah**

Partner

Membership no: 117412

Place: Ahmedabad

Date: 25-06-2021

**JAGDISH N PATEL**

Managing Director

DIN: 00304924

Place: Ahmedabad

Date: 25-06-2021

**UTKARSH J  
PATEL**

DIRECTOR

DIN: 02874427

**JYOTI RESINS & ADHESIVES LIMITED**
**Cash flow statement for the year ended 31 March 2021**
*(All amounts are in Indian Rupees, except share data and as stated)*

	Year ended 31 March 2021	Year ended 31 March 2020
<b>Cash flow from operating activities</b>		
Net profit before tax	16,17,34,880	11,13,70,955
Adjustments:		
Depreciation and amortisation	62,16,503	47,59,941
Finance expense	6,63,008	7,24,148
Profit on Sale of Investment	(1,36,16,122)	(28,57,667)
Net Loss/(Gain) on fair value change	(1,79,08,959)	1,32,12,636
Interest Income	(1,42,30,256)	(98,71,956)
Dividend Income	(1,92,776)	(7,31,897)
<b>Operating cash flow before working capital changes</b>	<b>12,26,66,278</b>	<b>11,66,06,160</b>
<b>Working capital adjustments:</b>		
Decrease / (Increase) in trade receivables	1,07,02,116	1,03,63,162
Decrease / (Increase) in other current assets	(2,67,08,225)	(2,05,97,928)
Decrease / (Increase) in other non-current financial assets	(2,29,65,680)	(4,00,00,000)
Decrease / (Increase) in other current financial assets	(6,23,78,631)	(10,33,12,101)
Decrease/ (increase) in inventories	3,23,29,458	(3,26,37,700)
Increase/ (decrease) in trade payables	(1,83,16,964)	1,06,36,361
Increase/ (decrease) in borrowings	1,75,963	1,80,077
Increase/ (decrease) in other financial liabilities	3,06,055	71,735
Increase/ (decrease) in provisions	9,70,71,802	14,54,37,956
Increase/ (decrease) in other current liabilities	41,01,368	1,21,20,204
<b>Cash generated from operations</b>	<b>13,69,83,540</b>	<b>9,88,67,926</b>
Less: Income tax paid	(3,25,00,000)	(3,00,00,000)
<b>Net cash generated from operating activities (a)</b>	<b>10,44,83,540</b>	<b>6,88,67,926</b>
<b>Cash flow from investing activities</b>		
Purchase of Fixed Assets	(16,34,61,375)	(1,65,23,466)
Change in Capital Advance	-	-
Investment made	5,68,71,653	(6,35,11,064)
Dividend Received	1,92,776	7,31,897
Interest received	1,42,30,256	98,71,956
<b>Net cash used in investing activities (b)</b>	<b>(9,21,66,690)</b>	<b>(6,94,30,677)</b>
<b>Cash flow from financing activities</b>		
Borrowings made	(93,35,981)	48,29,322
Increase in Security Deposits from Distributors	9,93,351	(5,68,250)
Dividend paid	(1,00,00,000)	-
Finance costs paid	(6,63,008)	(7,24,148)
<b>Net cash generated from / (used in) financing activities (c)</b>	<b>(1,90,05,638)</b>	<b>35,36,924</b>
<b>Net increase/(decrease) in cash and cash equivalents (a)+(b)+(c)</b>	<b>(66,88,789)</b>	<b>29,74,173</b>
Cash and cash equivalents at the beginning of the year	7,81,05,581	7,51,31,408
<b>Cash and cash equivalents at the end of the year</b>	<b>7,14,16,792</b>	<b>7,81,05,581</b>

<b>Cash flow statement for the year ended 31 March 2021 (continued)</b> (All amounts are in Indian Rupees, except share data and as stated)		
<b>Notes to cash flow statement</b>		
	<b>As at 31 March 2021</b>	<b>As at 31 March 2020</b>
Components of cash and cash equivalents		
Cash on hand	5,22,873	7,65,169
Bank Balances	7,08,93,919	7,73,40,412
	<b>7,14,16,792</b>	<b>7,81,05,581</b>

Significant accounting policies

4

The notes referred to above form an integral part of the financial statements

As per our report of even date attached

For Suresh R Shah & Associates

Chartered Accountants

ICAI Firm Registration Number: 110691W

for and on behalf of the Board of Directors of

**JYOTI RESINS & ADHESIVES LIMITED**

CIN: L24229GJ1993PLC020879

**Mrugen Shah**

Partner

Membership no: 117412

Place: Ahmedabad

Date: 25-06-2021

**JAGDISH N PATEL**

Managing Director

DIN: 00304924

Place: Ahmedabad

Date: 25-06-2021

**UTKARSH J**

**PATEL**

Director

DIN: 02874427

**JYOTI RESINS & ADHESIVES LIMITED**
**Statement of changes in Equity for the year ended 31 March 2021**
*(All amounts are in Indian Rupees, except share data and as stated)*
**a. Equity share capital**

<b>As at 31 March 2020</b>	4,00,00,000
Changes in equity share capital	-
<b>As at 31 March 2021</b>	<b>4,00,00,000</b>

**b. Other equity**

	Retained earnings	Revaluation Reserve	Total
Balance at 1 April 2019	3,87,90,217		3,87,90,217
Profit for the year	8,09,95,231		8,09,95,231
Revaluation reserve		12,42,59,318	12,42,59,318
Other comprehensive income	-		-
<b>Total comprehensive income for the year</b>	<b>8,09,95,231</b>	<b>12,42,59,318</b>	<b>20,52,54,549</b>
<b>Balance as at 31 March 2020</b>	<b>11,97,85,448</b>	<b>12,42,59,318</b>	<b>24,40,44,766</b>

**b. Other equity**

	Retained earnings	Revaluation Reserve	Total
Balance at 1 April 2020	11,97,85,448	12,42,59,318	24,40,44,766
Profit for the year	12,16,50,654	-	12,16,50,654
Revaluation reserve for the year		4,37,31,697	4,37,31,697
Other comprehensive income	-		-
Less: Dividend	1,00,00,000		1,00,00,000
<b>Total comprehensive income for the year</b>	<b>11,16,50,654</b>	<b>4,37,31,697</b>	<b>15,53,82,351</b>
<b>Balance as at 31 March 2021</b>	<b>23,14,36,102</b>	<b>16,79,91,015</b>	<b>39,94,27,117</b>

## JYOTI RESINS & ADHESIVES LTD

### Notes on Financial Statements for the year ended 31st March 2021

#### 1 Corporate information

Jyoti Resins and Adhesives Limited ("The Company") is a public limited company incorporated and domiciled in India. The address of its registered office is Survey No.873, Opp. Anand Healthcare, Ranchhodpura Road, Santej, Tal. Kalol, Dist. Gandhinagar 382721, Gujarat. The Company is in the business of manufacturing of high grade synthetic wood adhesives with its EURO7000 brand. The Company has a huge plant with the capacity of 1500 tons/month, which is located at Santej, Kalol.

#### 2 Basis of preparation of financial statements

These financial statements are in accordance with Indian Accounting Standards (IND AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provision of the Companies Act, 2013 ("the Act") (to the extent notify) and guidelines issued by the Securities & Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of Companies (Indian Accounting Standard) Rules, 2015 and relevant rules issued thereafter. Accounting policies have been consistently applied except where newly issued accounting standards is initially adopted or a revision to an existing standard requires a change in the Accounting policy hitherto in used.

As the quarter and year figures are taken from the source and rounded to the nearest digit, the figures reported for the previous quarters might not always adopt to the year-end figures reported in these statements.

The Company's presentation and functional currency is Indian Rupees (₹) and all values are rounded to the nearest digits.

#### 3 Use of estimates

The preparation of the Company's IndAS financial statements requires management to make informed judgements, reasonable assumptions and estimates that affect the amounts reported in the financial statements and notes thereto. Uncertainty about these could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in the future periods. These assumptions and estimates are reviewed periodically based on the most recently available information. Revisions to accounting estimates are recognized prospectively in the Statement of Profit & Loss in the period in which the estimates are revised and in any future periods affected.

In the assessment of the Company, the most significant effects of use of judgments and/or estimates on the amounts recognized in the financial statements relate to the following areas:

- Useful lives of property, plant & equipment;
- Valuation of inventories;
- Measurement of recoverable amounts of assets / cash-generating units;
- Assets and obligations relating to employee benefits;
- Evaluation of recoverability of deferred tax assets; and
- Provisions and Contingencies.

#### 4 Significant accounting policies

##### 4.1 Property, plant and equipment

##### Recognition and measurement

- a) The cost of an item of property, plant and equipment is recognized as an asset only if it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably.
- b) Property, plant and equipment are stated at cost net of accumulated depreciation and accumulated impairment loss, if any.
- c) The initial cost of an asset comprises its purchase price or construction cost (including import duties and non-refundable taxes) after deducting trade discounts and rebates, any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of any decommissioning obligation (if any) and the applicable borrowing cost till the asset is ready for its intended use.
- d) Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.
- e) Any gain or loss on disposal of an item of property, plant and equipment is recognized in profit or loss.
- f) Major spare parts which meet the definition of property plant and equipment are capitalized as property, plant and equipment. In other cases, the spare parts are inventorised on procurement and charged to Statement of Profit & Loss on issue/consumption.
- g) Direct expenses incurred during construction period on capital projects are capitalised.
- h) Addition in the value of fixed assets during the year includes Revaluation of Building of Rs.19,41,150/- & of Office Premises of Rs.4,17,90,547/-.

##### 4.2 Capital work-in-progress:

Projects under which property, plant and equipment are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

##### 4.3 Depreciation

Depreciation on tangible fixed assets is provided using the Straight-Line Method based on the useful life of the assets as estimated by the management and is charged to the Statement of Profit and Loss as per the requirement of Schedule II of the Companies Act, 2013. In case of additions or deletions during the year, depreciation is computed from the month in which such assets are put to use and up to previous month of sale or disposal, as the case may be.

##### 4.4 Cash flow Statement

Cash flows are reported using the indirect method, whereby profit/(loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals or accruals of past or future cash receipts or payments. The cash flows are from operating, investing and financing activities of the Company are segregated based on the available information.

##### 4.5 Transaction in Foreign Currency



Foreign currency transactions are recorded at the exchange rate prevailing on the date of such transaction. Foreign currency monetary assets and liabilities are reported using the closing rate. Gains and losses arising on account of difference in foreign exchange rates on settlement/translation of monetary assets and liabilities on the closing date are recognized in the Statement of Profit and Loss.

#### 4.6 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### 4.7 Cash and cash equivalents

Cash comprises cash on hand and demand / short term deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

#### 4.8 Investments

Equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

#### 4.9 Trade receivables

Trade receivables are amounts due from customers for sale of goods in the ordinary course of business. Trade receivables are initially recognized at its transaction price which is considered to be its fair value and are classified as current assets as it is expected to be received within the normal operating cycle of the business.

#### 4.10 Borrowings

Borrowings are initially recorded at fair value and subsequently measured at amortized costs using effective interest method. Transaction costs are charged to statement of profit and loss as financial expenses over the term of borrowing.

#### 4.11 Trade payables

Trade payables are amounts due to vendors for purchase of goods in the ordinary course of business and are classified as current liabilities to the extent it is expected to be paid within the normal operating cycle of the business.

#### 4.12 Other financial assets and liabilities

Other non-derivative financial instruments are initially recognized at fair value and subsequently measured at amortized costs using the effective interest method.

#### 4.13 De-recognition of financial assets and liabilities

The Company derecognizes a financial asset when the contractual right to the cash flows from the asset expires or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction which substantially all the risk and rewards of ownership of the financial asset are transferred.

The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled or expired; the difference between the carrying amount of derecognized financial liability and the consideration paid is recognized as profit or loss.

#### 4.14 Leases - Company as a lessee

##### Finance lease

Leases where the Company assumes substantially all the risks and rewards of ownership are classified as finance lease. Such leases are capitalized at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and a liability is recognized for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

##### Operating lease

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognized as operating lease. Operating lease payments are recognized as an expense on a straight line basis over the lease term unless the payments are structured to increase in line with the expected general inflation so as to compensate for the lessor's expected inflationary cost increases.

#### 4.15 Inventories

Inventories at year-end are valued at the Lower of the Cost Price or Net Realizable Value after providing for Obsolescence and other losses, wherever considered necessary. Cost of inventories comprises of cost of purchase, cost of conversion and costs incurred in bringing them to their respective present location and condition.

#### 4.16 Impairment of assets

##### Financial assets

At each balance sheet date, the Company assesses whether a financial asset is to be impaired. Ind AS 109 requires expected credit losses to be measured through loss allowance. The Company measures the loss allowance for financial assets at an amount equal to lifetime expected credit losses if the credit risk on that financial asset has increased significantly since initial recognition. If the credit risk on a financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for financial assets at an amount equal to 12-month expected credit losses. The Company uses both forward-looking and historical information to determine whether a significant increase in credit risk has occurred.

## Non-financial assets

### Tangible assets

Property, plant and equipment with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit and loss to such extent. When an impairment loss subsequently reverses, the carrying amount of the asset (or a CGU) is increased to the revised estimate of its recoverable amount, such that the increase in the carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or CGU) in prior years. A reversal of an impairment loss is recognised immediately in statement of profit and loss.

#### 4.17 Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue from sale of goods includes excise duty and are net of discounts, applicable taxes, rebates and estimated returns.

The revenue is recognized when the significant risks and rewards of ownership of goods are transferred to the buyer, recoverability of consideration is probable, the amount of revenue and cost incurred or to be incurred in respect of the transaction can be measured reliably and there is no continuing managerial involvement over the goods sold.

Income from services is recognized when the services are rendered or when contracted milestones have been achieved. Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend income is recognized when the Company's right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company and the amount of dividend can be measured reliably.

Revenue / Income and Cost / Expenditure are generally accounted on accrual basis as they are earned/ incurred, except those with significant uncertainties. Dividend Income from investment is recognized as and when received. Other Incomes are accounted for on accrual basis except when the recovery is uncertain, it is accounted for on receipt basis. Claims made against the Company are evaluated as to type thereof, period for which they are outstanding and appropriate provisions made. Claims are stated net of recoveries from insurance companies and others. Administrative and other expenses are stated net of recoveries, wherever applicable.

#### 4.18 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of these assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in statement of profit and loss in the period in which they are incurred.

#### 4.19 Provisions and Contingencies

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

#### 4.20 Employees Benefit

**(a)** Short term employee benefits are recognized as expenses at the undiscounted amount in the Statement of Profit and Loss of the year for which the related service is rendered.

**(b)** Defined Contribution Plan: Monthly contribution to the provident fund which is under defined contribution schemes are charged to Statement of Profit & Loss and deposited with the provident fund authorities on monthly basis.

**(c)** Defined Benefit Plans: Gratuities to employees are covered under the employees' group gratuity schemes and the premium is paid on the basis of their actuarial valuation using the projected unit credit method. Actuarial gain and losses net of deferred taxes arising from experience adjustments and changes in actuarial assumptions are recognized in other comprehensive income in the period in which they arise. Any short falls in case of premature resignation or termination to the extent not reimbursed by LIC is being absorbed in the year of payment.

**(d)** Termination benefits are charged to the Statement of Profit and Loss in the year of accrual when the Company is committed without any possibility of withdrawal of an offer made to either terminate employment before the normal retirement date or as a result of an offer made to encourage voluntary retirement.

#### 4.21 Taxes on income

Income tax expense comprises current and deferred tax expense. Income tax expenses are recognized in statement of profit and loss, except when they relate to items recognized in other comprehensive income or directly in equity, in which case, income tax expenses are also recognized in other comprehensive income or directly in equity respectively. Current tax is the tax payable on the taxable profit for the year, using tax rates enacted or substantively enacted by the end of reporting period by the governing taxation laws, and any adjustment to tax payable in respect of previous periods. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred taxes arising from deductible and taxable temporary differences between the tax base of assets and liabilities and their carrying amount in the financial statements are recognized using substantively enacted tax rates and laws expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled. The deferred tax arising from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at

the time of the transaction are not recognized. Deferred tax asset are recognized only to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences can be utilized. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax assets to be utilized.

Deferred tax assets and liabilities are offset when the Company has a legally enforceable right to do the same.

#### **4.22 Earning Per Share**

Basic earnings per share is computed and disclosed using the weighted average number of common shares outstanding during the year. Dilutive earning per share is computed and disclosed using the weighted average number of common and dilutive common equivalent shares outstanding during the year, except when the results would be anti-dilutive.

#### **4.23 Global Health Pandemic on COVID-19**

The Company has considered the possible effects that may result from COVID-19 on the carrying amounts of financial assets, inventory, receivables, loans and advances, property plant and equipment, intangibles etc as well as liabilities accrued. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of this pandemic, the Company has used internal and external information. Having reviewed the underlying data and based on current estimates, the Company does not expect any material impact on the carrying amount of these assets and liabilities. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes to future economic conditions. The Company has also evaluated the impact of the same on the aforementioned risks i.e. credit risk, liquidity risk, market risk, currency risk and interest risk and does not foresee any material impact on account of the same.

**JYOTI RESINS & ADHESIVES LIMITED**
**Notes to financial statements for the year ended 31 March 2021**
*(All amounts are in Indian Rupees, except share data and as stated)*
**5 Property, plant and equipment**
*(See accounting policy in note 4.1)*
**Reconciliation of carrying amount**

Particulars	Land	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Computers	Laboratory building	Office premises	Total
<b>Cost or deemed cost (gross carrying amount)</b>									
Balance at 1 April 2019	16,07,782	52,94,174	2,37,46,387	1,16,56,429	1,50,70,015	3,94,526	1,06,562	2,07,65,653	7,86,41,528
Additions	12,42,59,318	48,92,416	22,78,403	16,29,669	28,75,000	9,33,796	-	39,14,182	14,07,82,784
Disposals	-	-	-	-	-	-	-	-	-
<b>Balance at 31 March 2020</b>	<b>12,58,67,100</b>	<b>1,01,86,590</b>	<b>2,60,24,790</b>	<b>1,32,86,098</b>	<b>1,79,45,015</b>	<b>13,28,322</b>	<b>1,06,562</b>	<b>2,46,79,835</b>	<b>21,94,24,312</b>
Balance at 1 April 2020	12,58,67,100	1,01,86,590	2,60,24,790	1,32,86,098	1,79,45,015	13,28,322	1,06,562	2,46,79,835	21,94,24,312
Additions	15,20,10,418	79,33,704	9,20,957	43,08,616	-	2,28,830	-	4,17,90,547	20,71,93,072
Disposals	-	-	-	-	-	-	-	-	-
<b>Balance at 31 March 2021</b>	<b>27,78,77,518</b>	<b>1,81,20,294</b>	<b>2,69,45,747</b>	<b>1,75,94,714</b>	<b>1,79,45,015</b>	<b>15,57,152</b>	<b>1,06,562</b>	<b>6,64,70,382</b>	<b>42,66,17,384</b>
<b>Accumulated depreciation</b>									
Balance at 1 April 2019	-	35,90,627	1,62,50,977	11,30,057	39,99,978	2,08,014	71,033	15,13,772	2,67,64,458
Depreciation for the year	-	2,29,135	12,59,507	6,81,464	19,51,501	1,77,232	3,378	4,57,724	47,59,941
Disposals	-	-	-	-	-	-	-	-	-
<b>Balance at 31 March 2020</b>	<b>-</b>	<b>38,19,762</b>	<b>1,75,10,484</b>	<b>18,11,521</b>	<b>59,51,479</b>	<b>3,85,246</b>	<b>74,411</b>	<b>19,71,496</b>	<b>3,15,24,399</b>
Balance at 1 April 2020	-	38,19,762	1,75,10,484	18,11,521	59,51,479	3,85,246	74,411	19,71,496	3,15,24,399
Depreciation for the year	-	4,35,031	15,93,584	8,06,453	19,42,319	3,15,157	3,378	11,20,581	62,16,503
Disposals	-	-	-	-	-	-	-	-	-
<b>Balance at 31 March 2021</b>	<b>-</b>	<b>42,54,793</b>	<b>1,91,04,068</b>	<b>26,17,974</b>	<b>78,93,798</b>	<b>7,00,403</b>	<b>77,789</b>	<b>30,92,077</b>	<b>3,77,40,902</b>
<b>Carrying amount (net)</b>									
As at 31 March 2020	12,58,67,100	63,66,828	85,14,306	1,14,74,577	1,19,93,536	9,43,076	32,151	2,27,08,339	18,78,99,913
<b>As at 31 March 2021</b>	<b>27,78,77,518</b>	<b>1,38,65,501</b>	<b>78,41,679</b>	<b>1,49,76,740</b>	<b>1,00,51,217</b>	<b>8,56,749</b>	<b>28,773</b>	<b>6,33,78,305</b>	<b>38,88,76,482</b>

Note : Addition above mentioned included following revaluation in the value of assets:

Buildings - Rs.19,41,150/-

Office Premises - Rs.4,17,90,547/-

**JYOTI RESINS & ADHESIVES LIMITED**
**Notes to financial statements for the year ended 31 March 2021**
*(All amounts are in Indian Rupees, except share data and as stated)*
**6 Investments**
**(See accounting policies in Notes 4.8)**

Particulars	As at 31 March, 2021	As at 31 March, 2020
<b>Non-current investments</b>		
<b>Unquoted investments</b>		
<b>Investments in equity instruments</b>		
<b>At amortised cost</b>		
Kalupur Commercial Co-operative bank (28,698 shares of Rs.25 each)	7,17,450	7,17,450
Atithya Non Trade Association (6 shares of Rs.500 each)	3,000	3,000
<b>(A)</b>	<b>7,20,450</b>	<b>7,20,450</b>
<b>Quoted</b>		
<b>At FVTPL</b>		
<b>Investments in equity instruments</b>	3,08,02,700	5,61,49,272
Ambition Mica Ltd (3000 shares of Rs.5 each)	15,000	
Balkrishna Industries Ltd (2500 shares of Rs.1688.50 each)	42,21,250	
Biocon Ltd (4995 shares of Rs.408.90 each)	20,42,456	
Future Retail Ltd (9800 shares of 42.65 each)	4,17,970	
Saumya Capital Ltd (2994 shares of 0.22 each)	659	
Tata Motors Ltd (56957 shares of 301.80 each)	1,71,89,623	
Vodafone Idea Ltd (190000 shares of 9.25 each)	17,57,500	
Wipro Ltd (11890 shares of 414.15 each)	49,24,244	
Yes Bank Ltd (15000 shares of 15.60 each)	2,34,000	
<b>(B)</b>	<b>3,08,02,700</b>	<b>5,61,49,272</b>
<b>Total Investments (A)+(B)</b>	<b>3,15,23,150</b>	<b>5,68,69,722</b>
<b>Current</b>	<b>3,08,02,700</b>	<b>5,61,49,272</b>
<b>Non-current</b>	<b>7,20,450</b>	<b>7,20,450</b>

**7 Other financial assets**

Non current Bank deposits	6,29,65,680	4,00,00,000
	<b>6,29,65,680</b>	<b>4,00,00,000</b>

**8 Other non-current assets**

Capital advance	-	-
	-	-

**9 Inventories**

Valued at lower of cost and net realizable value		
Raw Materials	1,39,74,088	1,39,67,600
Packing Material	1,39,43,276	1,12,52,761
Work in Process	33,94,122	6,49,791
Finished Goods	2,32,06,743	6,09,77,535
<b>Total</b>	<b>5,45,18,229</b>	<b>8,68,47,687</b>

**10 Trade receivables**

Particulars	As at 31 March, 2021	As at 31 March, 2020
<b>Unsecured, considered good</b>		
Outstanding for a period exceeding 6 months	6,42,28,368	19,08,78,928
Outstanding for a period less than 6 months	45,66,88,141	34,07,39,697
<b>Total Trade receivables</b>	<b>52,09,16,509</b>	<b>53,16,18,625</b>

# 11 Cash and bank balances

## Particulars

### Cash and cash equivalents

Cash on hand  
Bank balances

As at 31 March, 2021	As at 31 March, 2020
5,22,873	7,65,169
7,08,93,919	7,73,40,412
<b>7,14,16,792</b>	<b>7,81,05,581</b>

# 12 Bank Balance other than cash and cash equivalent

Bank Fixed Deposits

## Total

16,56,90,732	10,33,12,101
<b>16,56,90,732</b>	<b>10,33,12,101</b>

# 13 Other current assets

Balance with statutory authorities  
Sundry deposits and advances  
Prepaid Expenses

## Total

3,53,69,266	3,24,07,714
10,98,18,578	8,61,18,158
1,13,711	67,457
<b>14,53,01,555</b>	<b>11,85,93,329</b>

# 14 Share capital

Particulars	As at 31 March 2021		As at 31 March 2020	
	Number of shares	(₹)	Number of shares	(₹)
<b>Authorized</b>				
Equity shares of Rs 10/- each with voting rights	5,40,00,000	54,00,00,000	5,40,00,000	54,00,00,000
	<b>5,40,00,000</b>	<b>54,00,00,000</b>	<b>5,40,00,000</b>	<b>54,00,00,000</b>
<b>Issued, subscribed and fully paid-up</b>				
Equity shares of Rs 10/- each with voting rights	40,00,000	4,00,00,000	40,00,000	4,00,00,000
<b>Total</b>	<b>40,00,000</b>	<b>4,00,00,000</b>	<b>40,00,000</b>	<b>4,00,00,000</b>

(Refer notes (i) to (iv) below)

## Notes:

### (i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year

Particulars	As at 31 March 2021		As at 31 March 2020	
	Number of shares	Amount	Number of shares	Amount
<b>At the commencement and at the end of the year</b>				
-Equity shares with voting rights	4000000	4,00,00,000	4000000	4,00,00,000

### (ii) Details of rights, preferences and restrictions attached to the shares

The company has only one class of ordinary equity shares and the holders of these ordinary shares are entitled to receive dividends as and when declared by the company. All shares rank equally with regard to the company's residual assets.

### (iii) Details of shareholders holding more than 5% shares in the company

Name of the shareholder	As at 31 March 2021		As at 31 March 2020	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
<b>Equity shares of Rs. 10/- each fully paid</b>				
Utkarsh Jagdishbhai Patel	3,89,945	9.75%	3,83,126	9.58%
Jagdish Nathalal Patel	5,97,739	14.94%	5,48,254	13.71%
Jyotika Jagdishbhai Patel	4,29,694	10.74%	4,18,994	10.47%
Udita Jagdishbhai Patel	2,40,790	6.02%	2,25,537	5.64%
Naisha IT Solutions pvt ltd	3,07,959	7.70%	3,05,999	7.65%
Priyanka Utkarshbhai Patel	4,21,609	10.54%	4,17,909	10.45%

- (iv) Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

Particulars	Aggregate number of shares	
	As at 31 March, 2021	As at 31 March, 2020
<b>Equity shares with voting rights</b>		
Fully paid up pursuant to contracts without payment being received in cash	-	-
Fully paid up by way of bonus shares	-	-
Shares bought back	-	-

\*\* 200,000 number of bonus shares were issued on 24 July, 2012

\*\*\* 46,487 equity shares were bought back on 04 September, 2013

## 15 Other equity

	Amount
<b>Retained earnings</b>	
<b>As at 31 March 2020</b>	<b>11,97,85,448</b>
Profit for the year	12,16,50,654
Less: Dividend	(1,00,00,000)
<b>As at 31 March 2021</b>	<b>23,14,36,102</b>
<b>Revaluation Reserve</b>	
<b>As at 31 March 2020</b>	12,42,59,318
Movement in OCI during the year	4,37,31,697
<b>As at 31 March 2021</b>	<b>16,79,91,015</b>
<b>Total</b>	<b>39,94,27,117</b>

### Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, borrowings, less cash and cash equivalents, excluding discontinued operations

Particulars	As at 31 March 2021	As at 31 March 2020
Borrowings	28,68,245	1,20,28,263
Less: Cash and cash equivalent (Note)	7,14,16,792	7,81,05,581
Net debt	<b>(6,85,48,547)</b>	<b>(6,60,77,318)</b>
Equity	4,00,00,000	4,00,00,000
Other equity	39,94,27,117	24,40,44,766
Total capital	<b>43,94,27,117</b>	<b>28,40,44,766</b>
Capital and net debt	<b>37,08,78,570</b>	<b>21,79,67,448</b>

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2021.

Due to non-Utilization of CC Limits of Banks gearing ratio has changed drastically in comparison to previous years

### Earnings per share (EPS)

Basic and diluted earnings per share

The calculation of basic earnings per share is based on loss attributable to ordinary shareholders and weighted-average number of ordinary shares outstanding as follows:



	As at 31 March 2021	As at 31 March 2020
Profit attributable to the equity shareholders of the Company	12,16,50,654	8,09,95,231
Weighted average number of equity shares	40,00,000	40,00,000
Basic and diluted earnings per share (EPS)	30.41	20.25

	As at 31 March, 2021	As at 31 March, 2020
<b>16 Borrowings</b>		
<b>Secured Term loans</b>	28,68,245	1,20,28,263
	<b>28,68,245</b>	<b>1,20,28,263</b>
<b>Non-current</b>	<b>5,26,934</b>	<b>98,62,915</b>
<b>Current</b>	<b>23,41,311</b>	<b>21,65,348</b>

**Note:**
**Details of security for the secured loans repayable on demand:**

1. Secured Loan consists of Car Loan taken from Axis Bank having interest rate of 8.76% for Audi Car and Car Loan taken from Axis Bank having interest rate of 8.67% for Mercedes Car.

**17 Trade payables**

Particulars	As at 31 March, 2021	As at 31 March, 2020
Trade payables to related parties	-	-
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,12,50,941	3,95,67,905
<b>Total</b>	<b>2,12,50,941</b>	<b>3,95,67,905</b>

Note : The Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises development Act, 2006 and hence disclosure relating to amounts unpaid at the year-end has not been given.

**18 Other financial liabilities**

Security deposits from Staff	2,98,392	2,08,570
Security deposits from Distributors	28,57,001	18,63,650
Dividend Payable	2,16,233	-
	<b>33,71,626</b>	<b>20,72,220</b>
<b>Non-current</b>	<b>28,57,001</b>	<b>18,63,650</b>
<b>Current</b>	<b>5,14,625</b>	<b>2,08,570</b>
	<b>33,71,626</b>	<b>20,72,220</b>

**19 Provisions**

Provision for Income tax (Refer note 4.21)	4,00,00,000	3,00,00,000
Provision for expenses	90,10,04,521	80,74,51,784
Payable for employee benefits	1,59,95,266	1,49,76,201
	<b>95,69,99,787</b>	<b>85,24,27,985</b>
<b>Non-current</b>	<b>-</b>	<b>-</b>
<b>Current</b>	<b>95,69,99,787</b>	<b>85,24,27,985</b>
	<b>95,69,99,787</b>	<b>85,24,27,985</b>

**20 Deferred tax liabilities (net)**

As at the start of the year	22,14,008	18,38,284
Charge / (credit) to Statement of profit and loss	84,226	3,75,724
At the end of the year	<b>22,98,234</b>	<b>22,14,008</b>

**21 Other current liabilities**

	As at 31 March, 2021	As at 31 March, 2020
Interest accrued but not due on borrowings	-	91,688
Statutory liabilities	1,47,53,179	1,06,80,123
Unpaid Auditor's Remuneration	2,40,000	1,20,000
	<b>1,49,93,179</b>	<b>1,08,91,811</b>

**22 Revenue from operations**

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Sale of products (Including excise duty)	1,01,29,39,255	73,54,40,290
<b>Total revenue from operations</b>	<b>1,01,29,39,255</b>	<b>73,54,40,290</b>

**23 Other income**

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Interest Income	1,42,30,256	98,71,956
Dividend Income	1,92,776	7,31,897
Other income	1,82,95,003	72,576
Profit/(Loss) on sale of shares	1,36,16,122	28,57,667
<b>Total</b>	<b>4,63,34,157</b>	<b>1,35,34,096</b>

Note: Other Income of F.Y.2020-21 includes VAT Refund of Rs.1,80,05,316/-

**Other gains / (losses) net**

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Changes in fair value of equity instruments recognised at FVTPL	1,79,08,959	(1,32,12,636)
	<b>1,79,08,959</b>	<b>(1,32,12,636)</b>

**24 Cost of materials consumed**

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Raw material	41,88,35,073	38,35,69,811
Packing materials	6,65,85,270	2,69,06,817
<b>Total</b>	<b>48,54,20,343</b>	<b>41,04,76,628</b>

**25 Changes in inventories of finished goods, work-in progress, stock in trade and packing materials**

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Inventories at the beginning of the year		
Finished goods	6,09,77,535	2,79,93,132
Work in progress	6,49,791	41,16,350
	<b>6,16,27,326</b>	<b>3,21,09,482</b>
Inventories at the end of the year		
Finished goods	2,32,06,743	6,09,77,535
Work in progress	33,94,122	6,49,791
	<b>2,66,00,865</b>	<b>6,16,27,326</b>
(Increase)/Decrease in Inventories		
Finished goods	3,77,70,792	(3,29,84,403)
Work in progress	(27,44,331)	34,66,559
<b>(Increase)/Decrease in Inventories</b>	<b>3,50,26,461</b>	<b>(2,95,17,844)</b>

**26 Employee benefits**

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Salary, Wages and Allowances	12,29,68,624	11,51,23,289
Contribution to Provident Fund and other funds	10,03,229	10,52,205
Gratuity	34,57,133	33,61,038
Staff Welfare Expenses	3,10,213	3,99,033
Ex Gratia Payment	17,11,265	10,87,891
<b>Total</b>	<b>12,94,50,464</b>	<b>12,10,23,456</b>

## 27 Finance costs

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Interest expenses	6,63,008	1,90,799
Other borrowing cost		5,33,349
<b>Total</b>	<b>6,63,008</b>	<b>7,24,148</b>

## 28 Depreciation expense

See accounting policy 4.3

Depreciation of property, plant and equipment	62,16,503	47,59,941
	<b>62,16,503</b>	<b>47,59,941</b>

## 29 Other expenses

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
<b>Manufacturing expenses</b>		
Consumption of stores and spares	1,86,810	1,54,260
Power and Fuel	34,77,423	38,83,727
Freight Inward, Octroi, Coolies and Cartages	41,81,995	36,91,161
Repairs and Maintenance		
- To Buildings	5,88,895	6,92,876
- To Plant and Machineries	13,95,481	9,59,650
- To Other Assets	3,53,307	2,30,367
Misc. Factory Expenses	2,21,403	2,10,649
Water Expense	9,88,666	10,16,250
	<b>1,13,93,980</b>	<b>1,08,38,940</b>
<b>Selling and distribution expenses</b>		
Freight Outward, Coolies and Cartages	2,28,41,732	2,38,08,199
Target Incentive Expenses	1,99,72,699	-
Cash Discount	3,52,16,248	-
Traveling Expenses		
- For Staff and Guests	1,02,16,577	1,89,91,180
Sales Promotion / Gift Expenses	13,61,32,464	2,10,82,939
Meeting & Seminar Expense	21,52,348	88,84,949
Advertisement Expenses	70,76,460	1,27,31,271
	<b>23,36,08,528</b>	<b>8,54,98,538</b>
<b>Administrative Expenses</b>		
Insurance Premium Expenses	6,19,052	7,12,080
Payments to Auditors		
As Auditor		
Statutory Audit fees	1,20,000	1,20,000
Less Discount	-	69,126
Bank Commission Charges	1,03,224	1,41,643
Annual General Meeting Expenses	-	6,995
Organisation Fund Expenses	2,75,550	86,53,559
Donation Expense	25,000	35,000
Garden Exp	1,07,000	27,510
Brokering Expenses	-	1,50,000
Laboratory Testing Expense	7,008	4,400
Legal & Professional Fees Exps.	14,53,200	9,93,650
Pollution Expenses	2,38,000	95,000
Misc. Office & Maintenance Expenses	12,72,788	14,69,998
Municipal Tax	3,44,368	3,88,910
Petrol, Diesel & Conveyance	6,47,690	3,75,999
Postage Expense	357,400	3,43,433
Printing & Stationery Exp.	24,82,288	34,81,644
Rates and taxes	15,62,455	-
R. O. C. Fee Expenses	13,200	9,900
Rent Expense	3,30,000	3,51,000

Share Transfer Expense	80,067	97,090
Subscription Expenses	1,27,360	96,940
Excise Expenses	-	1,03,114
Telephone Exp.	16,14,593	18,43,358
CSR Expense	10,00,000	-
Tempo Diesel & Repair & Maintenance	8,87,961	10,16,639
	<b>1,36,68,204</b>	<b>2,05,86,988</b>
	<b>25,86,70,712</b>	<b>11,69,24,466</b>

### 30 Income tax

See accounting policy in note 4.21

#### A. Expense / (benefit) recognised in statement of profit and loss:

##### Current tax (a)

Expense for current year	4,00,00,000	3,00,00,000
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##### Deferred tax (b)

Attributable to–

Origination and reversal of temporary differences	84,226	3,75,724
	<b>84,226</b>	<b>3,75,724</b>

##### Total Tax expense

	<b>4,00,84,226</b>	<b>3,03,75,724</b>
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#### B. Reconciliation of effective tax rate

Profit before income taxes

Enacted rate in India

Expected income tax expenses

##### Adjustments to reconcile expected income tax expense to reported income tax expense:

Interest under section 234B and 234C

Disallowable items

Effect of expenses not deductible in determining taxable profit

Others (net)

##### Adjusted income tax expense

##### Effective tax rate

Year ended 31 March 2021	Year ended 31 March 2020
16,17,34,880	11,13,70,955
25.17%	26.00%
4,07,08,669	2,89,56,448
-	-
-	-
-	-
(6,24,443)	14,19,276
4,00,84,226	3,03,75,724
<b>24.78%</b>	<b>27.27%</b>

#### C. Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following

	Deferred tax (assets)		Deferred tax liabilities		Net deferred tax (assets) liabilities	
	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2021	Year ended 31 March 2020
Property, plant and equipment	-	-	24,82,475	23,98,249	24,82,475	23,98,249
Investments	10,321	10,321	-	-	(10,321)	(10,321)
Unabsorbed losses	1,73,920	1,73,920	-	-	(1,73,920)	(1,73,920)
<b>Deferred tax (assets) liabilities</b>	<b>1,84,241</b>	<b>1,84,241</b>	<b>24,82,475</b>	<b>23,98,249</b>	<b>22,98,234</b>	<b>22,14,008</b>
<b>Movement in temporary differences</b>						
	Balance as at 31 March 2020	Recognised in profit or loss during 2020-21	Recognised in OCI during 2020-21	Balance as at 31 March 2021		
Property, plant and equipment	23,98,249	84,226	-	24,82,475		
Investments	(10,321)	-	-	(10,321)		
Unabsorbed losses	(1,73,920)	-	-	(1,73,920)		
	<b>22,14,008</b>	<b>84,226</b>	<b>-</b>	<b>22,98,234</b>		

### 31 Financial instruments - Fair value and risk management

#### A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

##### 31 March 2021

	Amortized costs	Financial assets / liabilities at fair value through profit or loss	Financial assets / liabilities at fair value through OCI	Total carrying value	Total fair value
<b>Financial assets not measured at fair value</b>					
Trade receivables * (Refer to Note 9)	-			-	-
Cash and cash equivalents * (Refer to Note 10)	7,14,16,792			7,14,16,792	7,14,16,792
<b>Financial liabilities not measured at fair value</b>					
Borrowings * (Refer to Note 14)	28,68,245			28,68,245	28,68,245
Trade payables * (Refer to Note 15)	2,12,50,941			2,12,50,941	2,12,50,941
Other financial liabilities * (Refer to Note 16)	33,71,626			33,71,626	33,71,625

##### 31 March 2020

	Amortized costs	Financial assets / liabilities at fair value through profit or loss	Financial assets / liabilities at fair value through OCI	Total carrying value	Total fair value
<b>Financial assets not measured at fair value</b>					
Trade receivables * (Refer to Note 9)	53,16,18,625			53,16,18,625	53,16,18,625
Cash and cash equivalents * (Refer to Note 10)	7,81,05,581			7,81,05,581	7,81,05,581
<b>Financial liabilities not measured at fair value</b>					
Borrowings * (Refer to Note 14)	1,20,28,263			1,20,28,263	1,20,28,263
Trade payables * (Refer to Note 15)	3,95,67,905			3,95,67,905	3,95,67,905
Other financial liabilities * (Refer to Note 16)	20,72,220			20,72,220	20,72,220

#### B. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- a) credit risk (see (B)(ii));
- b) liquidity risk (see (B)(iii)); and
- c) market risk (see (B)(iv)).

##### i. Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors along with the top management are responsible for developing and monitoring the Company's risk management policies.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's audit committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company,

##### ii. Credit risk

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's trade receivables, certain loans and advances and other financial assets.

The carrying amount of financial assets represents the maximum credit exposure.

The maximum exposure to credit risk for trade and other receivables are as follows:

	Carrying amount	
	As at 31 March 2021	As at 31 March 2020
Trade receivables	52,09,16,509	53,16,18,625
Cash and cash equivalents	7,14,16,792	7,81,05,581
Investments in equity instruments	3,15,23,150	5,68,69,722
	<b>62,38,56,451</b>	<b>66,65,93,928</b>

##### Trade receivables

The Company has developed guidelines for the management of credit risk from trade receivables. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer.

### 32 Financial instruments - Fair value and risk management

#### Trade receivables

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. Historical trends of impairment of trade receivables do not reflect any significant credit losses. Given that the macroeconomic indicators affecting customers of the Company have not undergone any substantial change, the Company expects the historical trend of minimal credit losses to continue. Further,

management believes that the unimpaired amounts that are past due by more than 30 days are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk.

The Company's exposure to credit risk for trade receivables by relationship is as follows:

	As at 31 March 2021	As at 31 March 2020
Third party customers	52,09,16,509	-
Related parties	-	-

#### Cash and cash equivalents

The Company held cash and cash equivalents with credit worthy banks and financial institutions as at the reporting dates which has been measured on the 12-month expected loss basis. The credit worthiness of such banks and financial institutions are evaluated by the management on an ongoing basis and is considered to be good with low credit risk. Also, no impairment loss has been recorded in respect of fixed deposits that are with recognised commercial banks and are not past due.

#### Investments in equity instruments

Investments in equity instruments majorly includes investment in equity shares of Co-operative banks in furtherance of the credit facilities taken by Company from these banks. The credit worthiness of such banks is evaluated by the management on an ongoing basis and is considered to be good with low credit risk.

#### iii. Liquidity risks

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company has current financial assets of Rs. (March 31, 2021: Rs. 62,31,36,001/-), which the management believes is sufficient to meet all its liabilities maturing during the next 12 months amounting to Rs. (March 31, 2019: Rs. 2,17,65,566/-).

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, including contractual interest.

#### As at 31 March 2021

	Carrying amount	6 months or less	6-12 months	1-2 years	More than 2 years
Borrowings	23,41,311				
Trade payables	2,12,50,941				
Other financial liabilities	5,14,625				
	<b>2,41,06,877</b>	-	-	-	-

#### As at 31 March 2020

	Carrying amount	6 months or less	6-12 months	1-2 years	More than 2 years
Borrowings	21,65,348				
Trade payables	3,95,67,905				
Other financial liabilities	2,08,570				
	<b>4,19,41,823</b>	-	-	-	-

#### Financial instruments - Fair value and risk management (continued)

#### iv. Market risks

Market risk is the risk of loss of future earnings or fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign exchange rates and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables. The Company is not exposed to market risk primarily related to foreign exchange rate risk (currency risk). It however is exposed to interest rate risk. Thus the Company's exposure to market risk is just a function of borrowing activities as it does not have any transactions in foreign currency which leads to currency risk.

### 33 Contingent liabilities and commitments (to the extent not provided for)

Particulars	As at 31 March, 2021	As at 31 March, 2020
<b>Commitments</b>		
Estimated number of contracts remaining unexecuted on capital account (net of advances) not provided for	-	-
<b>Contingent liabilities</b>		
<b>Claims against the Company not acknowledged as debts:</b>		
Disputed demand of income tax for which appeals have been preferred	-	-
Disputed demand of excise	-	-
Disputed bonus liability under Payment of Bonus (Amendment) Act, 2015	-	-

**34 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006**

Particulars	As at 31 March, 2021	As at 31 March, 2020
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	-	-
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act	-	-
(v) The amount of interest accrued and remaining unpaid at the end of accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23	-	-
Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors		
There are no Micro and Small Enterprises, to whom the Company owes dues as at the Balance Sheet date. The above information has been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.		

**35 Value of imports calculated on CIF basis**

Particulars	As at 31 March, 2021	As at 31 March, 2020
Value of imports calculated on CIF basis	Nil	Nil

**36 Corporate Social Responsibility (CSR)**

- (a) CSR amount required to be spent as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof by the Company during the year is Rs. 7.57 lakhs
- (b) Expenditure related to Corporate Social Responsibility is Rs. 10 lakhs which is spent on "Vocational Training for Reaching to Unreached", Rural Development, Community Mobilization and Livelihood Promotion Activities i.e. Promotion of Education.
- (c) All the above-mentioned CSR amount spent is contributed to non-related parties

Note : 37

**STOCK RECEIVED & DELIVERED DURING THE YEAR & CLOSING STOCK VALUE FROM 01.04.2020 TO 31.03.2021**

**RAW MATERIALS**

NO.	DESCRIPTION OF STOCK / STORES	BALANCE (AS ON) 01.04.2020	RECEIVED	TOTAL	DELIVERED	BALANCE (AS ON) 01.04.2021	RATE	VALUE
1	PVA220K, PVA173, PVA224	17,757	3,87,660	4,05,417	3,92,860	12,557	227	28,47,083
2	MONOMER ( VAM)	1,06,496	30,78,620	31,85,116	31,47,723	46,373	170	78,99,173
3	OCTONAL	1,937	20,400	22,337	21,409	928	236	2,19,235
4	S.B.C.	896	6,750	7,646	6,733	913	30	27,197
5	S.L.S.	123	300	423	273	151	250	37,671
6	P.P.S.	922	5,000	5,922	5,235	687	173	1,18,767
7	FORMALDIHIDE	3,917	11,080	14,997	11,615	3,383	26	89,403
8	D.B.P.	5,529	82,720	88,250	84,771	3,478	162	5,64,739
9	BUTANOL	1,977	18,150	20,127	17,937	2,190	143	3,12,969
10	ETHYLE CELLOSOLVE	3,797	35,880	39,677	35,547	4,130	142	5,84,815
11	VINAPAS EP-606	5,720	1,07,800	1,13,520	1,00,540	12,980	96	12,41,537
12	TOLUENE	668	3,240	3,908	3,490	417	76	31,499
13	STYRENE	-	1,89,415	1,89,415	1,80,435	-		-
	<b>TOTAL RS.....</b>							<b>1,39,74,088</b>

Note :- STYRENE 8980 kg ADD IN VAM & NAME CHANGE = MONOMER

**FINISHED GOODS**

NO.	DESCRIPTION OF STOCK / STORES	BALANCE (AS ON) 01.04.2020	RECEIVED	TOTAL	DELIVERED	BALANCE (AS ON) 01.04.2021	RATE	VALUE
1	EURO HC - LC	2,01,481	74,61,326	76,62,807	76,09,048	53,759	125	67,19,868
	<b>TOTAL RS.....</b>							<b>67,19,868</b>



**PACKING MATERIALS**

NO.	DESCRIPTION OF STOCK / STORES	BALANCE (AS ON) 01.04.2020	RECEIVED	TOTAL	DELIVERED	BALANCE (AS ON) 01.04.2021	RATE	VALUE
	<b>PLASTIC DRUMS</b>							
	220 LTRS	-	441	441	341	100	865	86,500
	<b>LC / WOOD BLOCK POUCH</b>							
	1KG & 900gm	9,62,695	36,37,935	46,00,630	34,06,412	11,94,218	3	36,54,307
	<b>EURO PLASTIC JARS</b>							
	(PLAIN & PRINT) 125 GMS	5,262	5,160	10,422	8,678	1,744	10	18,103
	250 GMS	8,969	11,459	20,428	14,126	6,302	11	66,549
	500 GMS	26,590	58,277	84,867	69,164	15,703	17	2,61,769
	1 KG	26,160	2,08,099	2,34,259	2,09,665	24,594	17	4,17,852
	2 KG	24,331	1,55,131	1,79,462	1,59,358	20,104	30	5,99,300
	5 KG	19,067	1,76,267	1,95,334	1,66,166	29,168	51	14,89,026
	10 KG	18,319	90,193	1,08,512	93,462	15,050	102	15,41,421
	20 KG	11,258	66,270	77,528	63,333	14,195	183	26,04,641
	25 KG	-	-	-	-	-	-	-
	<b>CARBOY WHITE</b>							
	30KG, 50KG. & 60KG	1,313	73,584	74,897	74,650	247	409	1,01,023
	<b>CORRUGATED BOXES</b>							
	EURO HC / LC							
	125gram	2,749	1,018	3,767	423	3,344	14	46,816
	250gram	2,728	1,000	3,728	562	3,166	27	86,875
	500gram	9,596	3,838	13,434	3,004	10,430	34	3,50,448
	1 KG.	25,295	8,158	33,453	9,106	24,347	36	8,66,753
	2 KG.	15,218	13,894	29,112	13,574	15,538	41	6,43,895
	5 KG.	15,595	38,559	54,154	41,764	12,390	43	5,27,318
	10 KG.	15,333	47,033	62,366	46,946	15,420	34	5,18,112
								-
	BOX STRAPING ROLL	42	345	387	370	17	1,363	23,169
	SELF ADHE BOPP TAPE	303	6,290	6,593	5,721	872	42	36,450
	HOLOGRAM STICKER	1,14,410	14,46,830	15,61,240	15,31,757	29,483	0	2,948
	BARCODE STICKER	-	-	-	-	-	0	-
	<b>TOTAL RS.....</b>							<b>1,39,43,276</b>

**WORK IN PROGRESS (SEMI FINISHED GOODS IN DRUMS) PRODUCTION DEPARTMENT**

	DESCRIPTION OF GOODS						RATE	TOTAL
								<b>VALUE</b>
1	HC/EURO					35,728	95	33,94,122
	<b>TOTAL RS.....</b>							<b>33,94,122</b>

**TOTAL VALUE OF CLOSING STOCK AS ON 31.03.2021**

1	RAW MATERIALS			1,39,74,088
2	FINISHED GOODS			67,19,868
3	PACKING MATERIALS			1,39,43,276
4	WORK IN PROGRESS			33,94,122
	<b>TOTAL RS.....</b>			<b>3,80,31,354</b>

NOTE:- ALL THE ABOVE GOODS ARE STORED AT THE FACTORY PREMISES SITUATED AT PLOT NO.873,VILLAGE SANTEJ,TA.KALOL.

**38 Operating segment**

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components and for which discrete financial information is available. The Company's chief operating decision-maker (CODM) is considered to be the Company's Managing Director ('MD'). The Company is engaged in the business of Productions of wood adhesives which are widely used in fast moving consumer market on days. Information reported to and evaluated regularly by the CODM for the purposes of resource allocation and assessing performance focuses on the business as a whole and accordingly, in the context of Operating Segment as defined under the Indian Accounting Standard 108 'Segment Information', there is no separate reportable segment. Further Company sells its products only in India and hence there is no separate reportable segment in this context.

### 39 Related party disclosures

#### Details of related parties

##### Description of relationship

(i) Key Management Personnel (KMP)

(i) Relative of Key Management Personnel (KMP)

Note: Related parties have been identified by the Management.

##### Names of related parties

Jagdish N. Patel - Managing Director

Utkarsh J. Patel - Director

Jyotika Jagdish Patel - Director

Priyanka U Patel - Employee

#### Details of related party transactions during the year ended 31 March, 2020 and balances outstanding as at 31 March, 2021:

Particulars	KMP		Relative of KMP		Total	
	For the year ended 31 March, 2021	For the year ended 31 March, 2020	For the year ended 31 March, 2021	For the year ended 31 March, 2020	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Director Remuneration	1,92,09,240	1,59,00,000	-	-	1,92,09,240	1,59,00,000
Salary and Allowances			18,00,000	18,00,000	18,00,000	18,00,000
Loan taken	98,57,690	1,00,00,000	-	-	98,57,690	1,00,00,000
Repayment of loans	1,90,57,690	-	-	-	1,90,57,690	-
Closing balance as at year end	8,00,000	1,00,00,000	-	-	8,00,000	1,00,00,000

#### Notes:

(i) There are no amounts due to or due from related parties which have been written off / written back during the year.

(ii) Figures in brackets relate to the previous year

(iii) Remuneration does not include Gratuity and Leave encashment which is computed for the Company as a whole.

As per our report of even date attached

for Suresh R Shah Associates

Chartered Accountants

ICAI Firm Registration Number: 110691W

for and on behalf of the Board of Directors of

**JYOTI RESINS & ADHESIVES LIMITED**

CIN: L24229GJ1993PLC020879

#### Mrugen Shah

Partner

Membership no: 117412

Place: Ahmedabad

Date: 25-06-2021

#### JAGDISH N PATEL

Managing Director

DIN: 00304924

Place: Ahmedabad

Date: 25-06-2021

#### UTKARSH J PATEL

Director

DIN: 02874427

**JYOTI RESINS AND ADHESIVES LIMITED**

CIN No. L24229GJ1993PLC020879

REGISTERED OFFICE: Survey No. 873, Opp. Anand Healthcare, Ranchhodpura Road, Santej, Tal. Kalol, Dist. Gandhinagar - 382721.

**PROXY FORM**

DP.ID\* \_\_\_\_\_ CLIENT ID\* \_\_\_\_\_ FOLIONO. \_\_\_\_\_  
 I/WE \_\_\_\_\_  
 OF \_\_\_\_\_  
 BEING A MEMBER/MEMBERS OF THE ABOVE-NAMED COMPANY HEREBY APPOINT MR/MRS \_\_\_\_\_ OF \_\_\_\_\_  
 OR FAILING HIM/HER MR/MRS \_\_\_\_\_ OF \_\_\_\_\_  
 \_\_\_\_\_ AS MY/OUR PROXY TO ATTEND AND VOTE FOR ME/US  
 AND ON MY/OUR BEHALF AT THE 28<sup>th</sup> ANNUAL GENERAL MEETING OF THE COMPANY TO BE  
 HELD ON 28TH SEPTEMBER, 2021 AND AT ANY ADJOURNMENT THEREOF.  
 SIGNED THIS \_\_\_\_\_ DAY OF \_\_\_\_\_, 2021. -----

AFFIX RS.1

NO. OF SHARES HELD \_\_\_\_\_

REVENUE STAMP

SIGNATURE(S) \_\_\_\_\_

ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

NOTE: THIS PROXY FORM MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT SURVEY NO. 873, OPP. ANAND HEALTHCARE, RANCHHODPURA ROAD, SANTEJ, TAL. KALOL, DIST. GANDHINAGAR - 382721. NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.

\* APPLICABLE FOR INVESTORS HOLDING SHARES IN ELECTRONIC FORM.

**JYOTI RESINS AND ADHESIVES LIMITED**

CIN No. L24229GJ1993PLC020879

REGISTERED OFFICE: SURVEY NO. 873, OPP. ANAND HEALTHCARE, RANCHHODPURA ROAD, SANTEJ, TAL. KALOL, DIST. GANDHINAGAR - 382721

**ATTENDANCE SLIP**

TWENTY-EIGHT ANNUAL GENERAL MEETING - 28TH SEPTEMBER, 2021

DP. ID\* \_\_\_\_\_ CLIENT ID\* \_\_\_\_\_ FOLIO NO. \_\_\_\_\_

NO. OF SHARES HELD \_\_\_\_\_

I CERTIFY THAT I AM A REGISTERED SHAREHOLDER/PROXY FOR THE REGISTERED HOLDERS OF THE COMPANY.

I HEREBY RECORD MY PRESENCE AT THE 28TH ANNUAL GENERAL MEETING OF THE COMPANY BEING  
 HELD ON TUESDAY, 28TH SEPTEMBER, 2021 AT 11.30 A.M. AT 1104 - 1112, ELITE, NR. SHAPATH HEXA, NR.  
 SOLA OVER BRIDGE, S.G. HIGHWAY, AHMEDABAD 380 060 Gujarat.

MEMBER'S/PROXY'S NAME IN BLOCK LETTERS

MEMBER'S/PROXY'S SIGNATURE

NOTE: 1 .PLEASE FILL THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE VENUE OF THE MEETING.

2. PLEASE BRING YOUR COPY OF BALANCE SHEET AT THE TIME OF ANNUAL GENERAL MEETING.

\* APPLICABLE FOR INVESTORS HOLDING SHARES IN ELECTRONIC FORM.



Strong जोड़ ज़बरदस्त quality  
बनाए life बेजोड़!



मज़बूत जोड़ हमारे रिश्तों का...

**BOOK - POST**

If Undelivered please return to :

**JYOTI RESINS AND ADHESIVES LIMITED**

SURVEY NO. 873, OPP. ANAND HEALTHCARE,  
RANCHHODPURA ROAD, SANTEJ, TAL. KALOL,  
DIST. GANDHINAGAR – 382721